

SOUTHERN CO

Form 10-K

February 26, 2016

Table of Contents

Index to Financial Statements

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to

Commission File Number	Registrant, State of Incorporation, Address and Telephone Number	I.R.S. Employer Identification No.
1-3526	The Southern Company (A Delaware Corporation) 30 Ivan Allen Jr. Boulevard, N.W. Atlanta, Georgia 30308 (404) 506-5000	58-0690070
1-3164	Alabama Power Company (An Alabama Corporation) 600 North 18th Street Birmingham, Alabama 35291 (205) 257-1000	63-0004250
1-6468	Georgia Power Company (A Georgia Corporation) 241 Ralph McGill Boulevard, N.E. Atlanta, Georgia 30308 (404) 506-6526	58-0257110
001-31737	Gulf Power Company (A Florida Corporation) One Energy Place Pensacola, Florida 32520 (850) 444-6111	59-0276810
001-11229	Mississippi Power Company (A Mississippi Corporation) 2992 West Beach Boulevard Gulfport, Mississippi 39501 (228) 864-1211	64-0205820

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333-98553

Southern Power Company
(A Delaware Corporation)
30 Ivan Allen Jr. Boulevard, N.W.
Atlanta, Georgia 30308
(404) 506-5000

58-2598670

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Table of Contents

Index to Financial Statements

Securities registered pursuant to Section 12(b) of the Act:¹

Each of the following classes or series of securities registered pursuant to Section 12(b) of the Act is listed on the New York Stock Exchange.

Title of each class	Registrant
Common Stock, \$5 par value	The Southern Company

Junior Subordinated Notes, \$25 denominations
6.25% Series 2015A due 2075

Class A preferred stock, cumulative, \$25 stated capital 5.83% Series	Alabama Power Company
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Class A preferred stock, non-cumulative, Par value \$25 per share 6 1/8% Series	Georgia Power Company
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Senior Notes 5.75% Series 2011A due 2051	Gulf Power Company
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Depository preferred shares, each representing one-fourth of a share of preferred stock, cumulative, \$100 par value 5.25% Series	Mississippi Power Company
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Securities registered pursuant to Section 12(g) of the Act:¹

Title of each class	Registrant
Preferred stock, cumulative, \$100 par value	Alabama Power Company
4.20% Series 4.60% Series 4.72% Series	
4.52% Series 4.64% Series 4.92% Series	

Preferred stock, cumulative, \$100 par value
4.40% Series 4.60% Series
4.72% Series

Mississippi Power Company

1 As of December 31, 2015.

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Table of Contents

Index to Financial Statements

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Registrant	Yes	No
The Southern Company	X	
Alabama Power Company	X	
Georgia Power Company	X	
Gulf Power Company		X
Mississippi Power Company		X
Southern Power Company	X	

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes " No x (Response applicable to all registrants.)

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes x No "

Indicate by check mark whether the registrants have submitted electronically and posted on their corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrants were required to submit and post such files). Yes x No "

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrants' knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Registrant	Large Accelerated Filer	Accelerated Filer	Non-accelerated Filer	Smaller Reporting Company
The Southern Company	X			
Alabama Power Company			X	
Georgia Power Company			X	
Gulf Power Company			X	
Mississippi Power Company			X	
Southern Power Company			X	

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes " No x (Response applicable to all registrants.)

Table of ContentsIndex to Financial Statements

Aggregate market value of The Southern Company's common stock held by non-affiliates of The Southern Company at June 30, 2015: \$38.1 billion. All of the common stock of the other registrants is held by The Southern Company. A description of each registrant's common stock follows:

Registrant	Description of Common Stock	Shares Outstanding at January 31, 2016
The Southern Company	Par Value \$5 Per Share	912,846,995
Alabama Power Company	Par Value \$40 Per Share	30,537,500
Georgia Power Company	Without Par Value	9,261,500
Gulf Power Company	Without Par Value	5,642,717
Mississippi Power Company	Without Par Value	1,121,000
Southern Power Company	Par Value \$0.01 Per Share	1,000

Documents incorporated by reference: specified portions of The Southern Company's Definitive Proxy Statement on Schedule 14A relating to the 2016 Annual Meeting of Stockholders are incorporated by reference into PART III. In addition, specified portions of the Definitive Information Statements on Schedule 14C of Alabama Power Company, Georgia Power Company, and Mississippi Power Company relating to each of their respective 2016 Annual Meetings of Shareholders are incorporated by reference into PART III.

Southern Power Company meets the conditions set forth in General Instructions I(1)(a) and (b) of Form 10-K and is therefore filing this Form 10-K with the reduced disclosure format specified in General Instructions I(2)(b), (c), and (d) of Form 10-K.

This combined Form 10-K is separately filed by The Southern Company, Alabama Power Company, Georgia Power Company, Gulf Power Company, Mississippi Power Company, and Southern Power Company. Information contained herein relating to any individual company is filed by such company on its own behalf. Each company makes no representation as to information relating to the other companies.

Table of ContentsIndex to Financial Statements

Table of Contents

	Page
<u>PART I</u>	
<u>Item 1 Business</u>	<u>I-1</u>
<u>The Southern Company System</u>	<u>I-2</u>
<u>Construction Programs</u>	<u>I-6</u>
<u>Financing Programs</u>	<u>I-8</u>
<u>Fuel Supply</u>	<u>I-8</u>
<u>Territory Served by the Traditional Operating Companies and Southern Power</u>	<u>I-8</u>
<u>Competition</u>	<u>I-10</u>
<u>Seasonality</u>	<u>I-11</u>
<u>Regulation</u>	<u>I-11</u>
<u>Rate Matters</u>	<u>I-13</u>
<u>Employee Relations</u>	<u>I-15</u>
<u>Item 1A Risk Factors</u>	<u>I-17</u>
<u>Item 1B Unresolved Staff Comments</u>	<u>I-34</u>
<u>Item 2 Properties</u>	<u>I-35</u>
<u>Item 3 Legal Proceedings</u>	<u>I-42</u>
<u>Item 4 Mine Safety Disclosures</u>	<u>I-42</u>
<u>Executive Officers of Southern Company</u>	<u>I-43</u>
<u>Executive Officers of Alabama Power</u>	<u>I-45</u>
<u>Executive Officers of Georgia Power</u>	<u>I-46</u>
<u>Executive Officers of Mississippi Power</u>	<u>I-47</u>
<u>PART II</u>	
<u>Item 5 Market for Registrants' Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>II-1</u>
<u>Item 6 Selected Financial Data</u>	<u>II-2</u>
<u>Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>II-2</u>
<u>Item 7A Quantitative and Qualitative Disclosures about Market Risk</u>	<u>II-2</u>
<u>Item 8 Financial Statements and Supplementary Data</u>	<u>II-4</u>
<u>Item 9 Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>II-6</u>
<u>Item 9A Controls and Procedures</u>	<u>II-6</u>
<u>Item 9B Other Information</u>	<u>II-6</u>
<u>PART III</u>	
<u>Item 10 Directors, Executive Officers and Corporate Governance</u>	<u>III-1</u>
<u>Item 11 Executive Compensation</u>	<u>III-4</u>
<u>Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>III-36</u>
<u>Item 13 Certain Relationships and Related Transactions, and Director Independence</u>	<u>III-37</u>
<u>Item 14 Principal Accountant Fees and Services</u>	<u>III-38</u>
<u>PART IV</u>	
<u>Item 15 Exhibits and Financial Statement Schedules</u>	<u>IV-1</u>
<u>Signatures</u>	<u>IV-2</u>

Table of Contents

Index to Financial Statements

DEFINITIONS

When used in Items 1 through 5 and Items 9A through 15, the following terms will have the meanings indicated.

Term	Meaning
AGL Resources	AGL Resources Inc.
Alabama Power	Alabama Power Company
Baseload Act	State of Mississippi legislation designed to enhance the Mississippi PSC's authority to facilitate development and construction of baseload generation in the State of Mississippi
Bridge Agreement	Senior unsecured Bridge Credit Agreement, dated as of September 30, 2015, among Southern Company, the lenders identified therein, and Citibank, N.A.
Clean Air Act	Clean Air Act Amendments of 1990
CCR	Coal combustion residuals
Contractor	Westinghouse and its affiliate, WECTEC Global Project Services Inc. (formerly known as CB&I Stone & Webster, Inc.), formerly a subsidiary of The Shaw Group Inc. and Chicago Bridge & Iron Company N.V.
CO ₂	Carbon dioxide
CPCN	Certificate of Public Convenience and Necessity
CWIP	Construction Work in Progress
Dalton	City of Dalton, Georgia, acting by and through its Board of Water, Light, and Sinking Fund Commissioners
DOE	U.S. Department of Energy
Duke Energy Florida	Duke Energy Florida, Inc.
EMC	Electric membership corporation
EPA	U.S. Environmental Protection Agency
FERC	Federal Energy Regulatory Commission
FMPA	Florida Municipal Power Agency
Georgia Power	Georgia Power Company
Gulf Power	Gulf Power Company
IBEW	International Brotherhood of Electrical Workers
IGCC	Integrated coal gasification combined cycle
IIC	Intercompany Interchange Contract
Internal Revenue Code	Internal Revenue Code of 1986, as amended
IPP	Independent Power Producer
IRP	Integrated Resource Plan
ITC	Investment tax credit
Kemper IGCC	IGCC facility under construction by Mississippi Power in Kemper County, Mississippi
KUA	Kissimmee Utility Authority
KW	Kilowatt
KWH	Kilowatt-hour
MATS rule	Mercury and Air Toxics Standards rule
MEAG Power	Municipal Electric Authority of Georgia
Merger	The merger of Merger Sub with and into AGL Resources on the terms and subject to the conditions set forth in the Merger Agreement, with AGL Resources continuing as the surviving corporation and a wholly-owned, direct subsidiary of Southern Company
Merger Agreement	Agreement and Plan of Merger, dated as of August 23, 2015, among Southern Company, AGL Resources, and Merger Sub
Merger Sub	AMS Corp., a wholly-owned, direct subsidiary of Southern Company

Table of ContentsIndex to Financial Statements

DEFINITIONS

(continued)

Term	Meaning
Mirror CWIP	A regulatory liability account for use in mitigating future rate impacts for Mississippi Power customers
Mississippi Power	Mississippi Power Company
MW	Megawatt
NRC	U.S. Nuclear Regulatory Commission
NYSE	New York Stock Exchange
OPC	Oglethorpe Power Corporation
OUC	Orlando Utilities Commission
PATH Act	Protecting Americans from Tax Hikes Act
Plant Vogtle Units 3 and 4	Two new nuclear generating units under construction at Georgia Power's Plant Vogtle
power pool	The operating arrangement whereby the integrated generating resources of the traditional operating companies and Southern Power Company are subject to joint commitment and dispatch in order to serve their combined load obligations
PowerSouth	PowerSouth Energy Cooperative
PPA	Power Purchase Agreement
PSC	Public Service Commission
registrants	Southern Company, Alabama Power, Georgia Power, Gulf Power, Mississippi Power, and Southern Power Company
RUS	Rural Utilities Service
SCS	Southern Company Services, Inc. (the Southern Company system service company)
SEC	Securities and Exchange Commission
SEGCO	Southern Electric Generating Company
SEPA	Southeastern Power Administration
SERC	Southeastern Electric Reliability Council
SMEPA	South Mississippi Electric Power Association
Southern Company	The Southern Company
Southern Company system	Southern Company, the traditional operating companies, Southern Power, SEGCO, Southern Nuclear, SCS, SouthernLINC Wireless, and other subsidiaries
Southern Holdings	Southern Company Holdings, Inc.
SouthernLINC Wireless	Southern Communications Services, Inc.
Southern Nuclear	Southern Nuclear Operating Company, Inc.
Southern Power	Southern Power Company and its subsidiaries
TIPA	Tax Increase Prevention Act of 2014
traditional operating companies	Alabama Power, Georgia Power, Gulf Power, and Mississippi Power
Vogtle Owners	Georgia Power, OPC, MEAG, and Dalton
Westinghouse	Westinghouse Electric Company LLC

Table of Contents

Index to Financial Statements

CAUTIONARY STATEMENT REGARDING
FORWARD-LOOKING INFORMATION

This Annual Report on Form 10-K contains forward-looking statements. Forward-looking statements include, among other things, statements concerning retail rates, the potential financing of the Merger, the expected timing of the completion of the Merger, the strategic goals for the wholesale business, economic recovery, fuel and environmental cost recovery and other rate actions, current and proposed environmental regulations and related compliance plans and estimated expenditures, pending or potential litigation matters, access to sources of capital, projections for the qualified pension plan, postretirement benefit plans, and nuclear decommissioning trust fund contributions, financing activities, completion dates of acquisitions, construction projects, and changing fuel sources, filings with state and federal regulatory authorities, impact of the PATH Act, federal income tax benefits, estimated sales and purchases under power sale and purchase agreements, and estimated construction and other plans and expenditures. In some cases, forward-looking statements can be identified by terminology such as "may," "will," "could," "should," "expects," "plans," "anticipates," "believes," "estimates," "projects," "predicts," "potential," or "continue" or the negative of these terms or other similar terminology. There are various factors that could cause actual results to differ materially from those suggested by the forward-looking statements; accordingly, there can be no assurance that such indicated results will be realized. These factors include:

- the impact of recent and future federal and state regulatory changes, including legislative and regulatory initiatives regarding deregulation and restructuring of the electric utility industry, environmental laws regulating emissions, discharges, and disposal to air, water, and land, and also changes in tax and other laws and regulations to which Southern Company and its subsidiaries are subject, as well as changes in application of existing laws and regulations;
- current and future litigation, regulatory investigations, proceedings, or inquiries, including, without limitation, Internal Revenue Service and state tax audits;
- the effects, extent, and timing of the entry of additional competition in the markets in which Southern Company's subsidiaries operate;
- variations in demand for electricity, including those relating to weather, the general economy and recovery from the last recession, population and business growth (and declines), the effects of energy conservation and efficiency measures, including from the development and deployment of alternative energy sources such as self-generation and distributed generation technologies, and any potential economic impacts resulting from federal fiscal decisions;
- available sources and costs of fuels;
- effects of inflation;
- the ability to control costs and avoid cost overruns during the development and construction of facilities, which include the development and construction of generating facilities with designs that have not been finalized or previously constructed, including changes in labor costs and productivity, adverse weather conditions, shortages and inconsistent quality of equipment, materials, and labor, contractor or supplier delay, non-performance under construction, operating, or other agreements, operational readiness, including specialized operator training and required site safety programs, unforeseen engineering or design problems, start-up activities (including major equipment failure and system integration), and/or operational performance (including additional costs to satisfy any operational parameters ultimately adopted by any PSC);
- the ability to construct facilities in accordance with the requirements of permits and licenses, to satisfy any environmental performance standards and the requirements of tax credits and other incentives, and to integrate facilities into the Southern Company system upon completion of construction;
- investment performance of Southern Company's employee and retiree benefit plans and the Southern Company system's nuclear decommissioning trust funds;
- advances in technology;
- state and federal rate regulations and the impact of pending and future rate cases and negotiations, including rate actions relating to fuel and other cost recovery mechanisms;
- legal proceedings and regulatory approvals and actions related to Plant Vogtle Units 3 and 4, including Georgia PSC approvals and NRC actions and related legal proceedings involving the commercial parties;

actions related to cost recovery for the Kemper IGCC, including the ultimate impact of the 2015 decision of the Mississippi Supreme Court, the Mississippi PSC's December 2015 rate order, and related legal or regulatory proceedings, Mississippi PSC review of the prudence of Kemper IGCC costs and approval of further permanent rate recovery plans, actions relating

Table of Contents

Index to Financial Statements

to proposed securitization, satisfaction of requirements to utilize grants, and the ultimate impact of the termination of the proposed sale of an interest in the Kemper IGCC to SMEPA;

- the ability to successfully operate the electric utilities' generating, transmission, and distribution facilities and the successful performance of necessary corporate functions;
- the inherent risks involved in operating and constructing nuclear generating facilities, including environmental, health, regulatory, natural disaster, terrorism, and financial risks;
- the performance of projects undertaken by the non-utility businesses and the success of efforts to invest in and develop new opportunities;
- internal restructuring or other restructuring options that may be pursued;
- potential business strategies, including acquisitions or dispositions of assets or businesses, which cannot be assured to be completed or beneficial to Southern Company or its subsidiaries;
- the expected timing, likelihood, and benefits of completion of the Merger, including the failure to receive, on a timely basis or otherwise, the required approvals by government or regulatory agencies (including the terms of such approvals), the possibility that long-term financing for the Merger may not be put in place prior to the closing, the risk that a condition to closing of the Merger or funding of the Bridge Agreement may not be satisfied, the possibility that the anticipated benefits from the Merger cannot be fully realized or may take longer to realize than expected, the possibility that costs related to the integration of Southern Company and AGL Resources will be greater than expected, the credit ratings of the combined company or its subsidiaries may be different from what the parties expect, the ability to retain and hire key personnel and maintain relationships with customers, suppliers, or other business partners, the diversion of management time on Merger-related issues, and the impact of legislative, regulatory, and competitive changes;
- the ability of counterparties of Southern Company and its subsidiaries to make payments as and when due and to perform as required;
- the ability to obtain new short- and long-term contracts with wholesale customers;
- the direct or indirect effect on the Southern Company system's business resulting from cyber intrusion or terrorist incidents and the threat of terrorist incidents;
 - interest rate fluctuations and financial market conditions and the results of financing efforts;
- changes in Southern Company's and any of its subsidiaries' credit ratings, including impacts on interest rates, access to capital markets, and collateral requirements;
- the impacts of any sovereign financial issues, including impacts on interest rates, access to capital markets, impacts on currency exchange rates, counterparty performance, and the economy in general, as well as potential impacts on the benefits of the DOE loan guarantees;
- the ability of Southern Company's subsidiaries to obtain additional generating capacity (or sell excess generating capacity) at competitive prices;
- catastrophic events such as fires, earthquakes, explosions, floods, hurricanes and other storms, droughts, pandemic health events such as influenzas, or other similar occurrences;
 - the direct or indirect effects on the Southern Company system's business resulting from incidents affecting the U.S. electric grid or operation of generating resources;
- the effect of accounting pronouncements issued periodically by standard-setting bodies; and
- other factors discussed elsewhere herein and in other reports filed by the registrants from time to time with the SEC.

The registrants expressly disclaims any obligation to update any forward-looking statements.

Table of Contents

Index to Financial Statements

PART I

Item 1. BUSINESS

Southern Company was incorporated under the laws of Delaware on November 9, 1945. Southern Company is registered and qualified to do business under the laws of Georgia and is qualified to do business as a foreign corporation under the laws of Alabama. Southern Company owns all of the outstanding common stock of Alabama Power, Georgia Power, Gulf Power, and Mississippi Power, each of which is an operating public utility company. The traditional operating companies supply electric service in the states of Alabama, Georgia, Florida, and Mississippi. More particular information relating to each of the traditional operating companies is as follows:

Alabama Power is a corporation organized under the laws of the State of Alabama on November 10, 1927, by the consolidation of a predecessor Alabama Power Company, Gulf Electric Company, and Houston Power Company. The predecessor Alabama Power Company had been in continuous existence since its incorporation in 1906.

Georgia Power was incorporated under the laws of the State of Georgia on June 26, 1930 and was admitted to do business in Alabama on September 15, 1948 and in Florida on October 13, 1997.

Gulf Power is a Florida corporation that has had a continuous existence since it was originally organized under the laws of the State of Maine on November 2, 1925. Gulf Power was admitted to do business in Florida on January 15, 1926, in Mississippi on October 25, 1976, and in Georgia on November 20, 1984. Gulf Power became a Florida corporation after being domesticated under the laws of the State of Florida on November 2, 2005.

Mississippi Power was incorporated under the laws of the State of Mississippi on July 12, 1972, was admitted to do business in Alabama on November 28, 1972, and effective December 21, 1972, by the merger into it of the predecessor Mississippi Power Company, succeeded to the business and properties of the latter company. The predecessor Mississippi Power Company was incorporated under the laws of the State of Maine on November 24, 1924 and was admitted to do business in Mississippi on December 23, 1924 and in Alabama on December 7, 1962.

In addition, Southern Company owns all of the common stock of Southern Power Company, which is also an operating public utility company. Southern Power constructs, acquires, owns, and manages generation assets, including renewable energy projects, and sells electricity at market-based rates in the wholesale market. Southern Power Company is a corporation organized under the laws of Delaware on January 8, 2001. Together with its subsidiaries, Southern Power is admitted to do business in the States of Alabama, California, Florida, Georgia, Mississippi, Nevada, New Mexico, North Carolina, Oklahoma, South Carolina, and Texas.

Southern Company also owns all of the outstanding common stock or membership interests of SouthernLINC Wireless, Southern Nuclear, SCS, Southern Holdings, and other direct and indirect subsidiaries. SouthernLINC Wireless provides digital wireless communications for use by Southern Company and its subsidiary companies and markets these services to the public and also provides wholesale fiber optic solutions to telecommunication providers in the Southeast. Southern Nuclear operates and provides services to Alabama Power's and Georgia Power's nuclear plants and is currently developing Plant Vogtle Units 3 and 4, which are co-owned by Georgia Power. SCS is the Southern Company system service company providing, at cost, specialized services to Southern Company and its subsidiary companies. Southern Holdings is an intermediate holding subsidiary, primarily for Southern Company's investments in leveraged leases and also for energy services.

Alabama Power and Georgia Power each own 50% of the outstanding common stock of SEGCO. SEGCO is an operating public utility company that owns electric generating units with an aggregate capacity of 1,019,680 KWs at Plant Gaston on the Coosa River near Wilsonville, Alabama. Alabama Power and Georgia Power are each entitled to one-half of SEGCO's capacity and energy. Alabama Power acts as SEGCO's agent in the operation of SEGCO's units and furnishes fuel to SEGCO for its units. SEGCO also owns one 230,000 volt transmission line extending from Plant Gaston to the Georgia state line at which point connection is made with the Georgia Power transmission line system. On August 23, 2015, Southern Company entered into the Merger Agreement to acquire AGL Resources. Under the terms of the Merger Agreement, subject to the satisfaction or waiver (if permissible under applicable law) of specified conditions, Merger Sub will be merged with and into AGL Resources. AGL Resources will survive the Merger and become a wholly-owned, direct subsidiary of Southern Company. Upon the consummation of the Merger, each share of common stock of AGL Resources issued and outstanding immediately prior to the effective time of the Merger,

other than shares owned by AGL Resources as treasury stock, shares owned by a subsidiary of AGL Resources, and any shares owned by shareholders who have properly exercised and perfected dissenters' rights, will be converted into the right to receive \$66 in cash, without interest and less any applicable withholding taxes. Other equity-based securities of AGL Resources will be cancelled for cash consideration or converted into new awards from Southern Company as described in the Merger Agreement. See Note 12 to the financial statements under "Southern Company – Proposed Merger with AGL Resources" in Item 8 herein for additional information regarding the Merger.

I-1

Table of Contents

Index to Financial Statements

Southern Company's segment information is included in Note 13 to the financial statements of Southern Company in Item 8 herein.

The registrants' Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports are made available on Southern Company's website, free of charge, as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Southern Company's internet address is www.southerncompany.com.

The Southern Company System

Traditional Operating Companies

The traditional operating companies are vertically integrated utilities that own generation, transmission, and distribution facilities. See PROPERTIES in Item 2 herein for additional information on the traditional operating companies' generating facilities. Each company's transmission facilities are connected to the respective company's own generating plants and other sources of power (including certain generating plants owned by Southern Power) and are interconnected with the transmission facilities of the other traditional operating companies and SEGCO. For information on the State of Georgia's integrated transmission system, see "Territory Served by the Traditional Operating Companies and Southern Power" herein.

Agreements in effect with principal neighboring utility systems provide for capacity and energy transactions that may be entered into from time to time for reasons related to reliability or economics. Additionally, the traditional operating companies have entered into voluntary reliability agreements with the subsidiaries of Entergy Corporation, Florida Electric Power Coordinating Group, and Tennessee Valley Authority and with Duke Energy Progress, Inc., Duke Energy Carolinas, LLC, South Carolina Electric & Gas Company, and Virginia Electric and Power Company, each of which provides for the establishment and periodic review of principles and procedures for planning and operation of generation and transmission facilities, maintenance schedules, load retention programs, emergency operations, and other matters affecting the reliability of bulk power supply. The traditional operating companies have joined with other utilities in the Southeast (including some of those referred to above) to form the SERC to augment further the reliability and adequacy of bulk power supply. Through the SERC, the traditional operating companies are represented on the National Electric Reliability Council.

The utility assets of the traditional operating companies and certain utility assets of Southern Power Company are operated as a single integrated electric system, or power pool, pursuant to the IIC. Activities under the IIC are administered by SCS, which acts as agent for the traditional operating companies and Southern Power Company. The fundamental purpose of the power pool is to provide for the coordinated operation of the electric facilities in an effort to achieve the maximum possible economies consistent with the highest practicable reliability of service. Subject to service requirements and other operating limitations, system resources are committed and controlled through the application of centralized economic dispatch. Under the IIC, each traditional operating company and Southern Power Company retains its lowest cost energy resources for the benefit of its own customers and delivers any excess energy to the power pool for use in serving customers of other traditional operating companies or Southern Power Company or for sale by the power pool to third parties. The IIC provides for the recovery of specified costs associated with the affiliated operations thereunder, as well as the proportionate sharing of costs and revenues resulting from power pool transactions with third parties.

Southern Company, each traditional operating company, Southern Power, Southern Nuclear, SEGCO, and other subsidiaries have contracted with SCS to furnish, at direct or allocated cost and upon request, the following services: general and design engineering, operations, purchasing, accounting, finance and treasury, tax, information technology, marketing, auditing, insurance and pension administration, human resources, systems and procedures, digital wireless communication, and other services with respect to business and operations, construction management, and power pool transactions. Southern Power and SouthernLINC Wireless have also secured from the traditional operating companies certain services which are furnished at cost and, in the case of Southern Power, which are subject to FERC regulations.

Alabama Power and Georgia Power each have a contract with Southern Nuclear to operate the Southern Company system's existing nuclear plants, Plants Farley, Hatch, and Vogtle. In addition, Georgia Power has a contract with

Southern Nuclear to develop, license, construct, and operate Plant Vogtle Units 3 and 4. See "Regulation – Nuclear Regulation" herein for additional information.

Southern Power

The term "Southern Power" when used herein refers to Southern Power Company and its subsidiaries while the term "Southern Power Company" when used herein refers only to the parent company. Southern Power constructs, acquires, owns, and manages generation assets, including renewable energy projects, and sells electricity at market-based rates (under authority from the FERC) in the wholesale market. Southern Power continually seeks opportunities to execute its strategy to create value through various transactions, including acquisitions and sales of assets, construction of new power plants, and

Table of ContentsIndex to Financial Statements

entry into PPAs primarily with investor-owned utilities, IPPs, municipalities, electric cooperatives, and other load serving entities. Southern Power's business activities are not subject to traditional state regulation like the traditional operating companies, but the majority of its business activities are subject to regulation by the FERC. Southern Power has attempted to insulate itself from significant fuel supply, fuel transportation, and electric transmission risks by generally making such risks the responsibility of the counterparties to its PPAs. However, Southern Power's future earnings will depend on the parameters of the wholesale market and the efficient operation of its wholesale generating assets, as well as Southern Power's ability to execute its growth strategy and to construct generating facilities. For additional information on Southern Power's business activities, see MANAGEMENT'S DISCUSSION AND ANALYSIS – OVERVIEW – "Business Activities" of Southern Power in Item 7 herein.

Southern Power Company owns and manages generation assets primarily in the Southeast, which are included in the power pool, and has other wholly-owned subsidiaries, two of which are Southern Renewable Energy, Inc. (SRE) and Southern Renewable Partnerships, LLC (SRP), which were created to own and operate renewable projects either wholly or in partnership with third parties, such as Turner Renewable Energy, LLC (TRE), First Solar Inc. (First Solar), or Recurrent Energy, a subsidiary of Canadian Solar Inc. (Recurrent), which are not included in the power pool. In addition, Southern Power Company has other subsidiaries either with natural gas and biomass generating facilities or pursuing additional natural gas generation and other development opportunities.

Since 2010, SRE and TRE, through Southern Turner Renewable Energy, LLC (STR), a jointly-owned subsidiary owned 90% by SRE, has acquired all of the outstanding membership interests of eight solar projects that own the following solar photovoltaic facilities: Adobe, Apex, Campo Verde, Cimarron, Granville, Macho Springs, Morelos, and Spectrum. In December 2015, STR entered into a purchase agreement with Solar Frontier Americas Holding LLC, the developer of the Calipatria solar project, to acquire all of the outstanding membership interests of Calipatria Solar, LLC (Calipatria), which closed on February 11, 2016. Additionally, in December 2015, SRE acquired 100% of all the outstanding membership interests of Kay Wind, LLC, which owns and operates the Kay Wind facility. In September 2015, SRE entered into a purchase agreement with Apex Clean Energy Holdings, LLC, the developer of the Grant Wind project, to acquire all of the outstanding membership interests of Grant Wind, LLC (Grant Wind), which is expected to close in March 2016 when the project reaches commercial operation.

In 2014 and 2015, SRP acquired 100% of the outstanding class A membership interests of seven partnership entities that own the following solar photovoltaic facilities: Desert Stateline (which is being completed in eight phases), Garland, Imperial Valley, Lost Hills Blackwell, North Star, Roserock, and Tranquillity. Imperial Valley was placed in service in 2014; Lost Hills Blackwell, North Star, and three of the eight phases of Desert Stateline were placed in service in 2015; and phases four and five of Desert Stateline were placed in service in January and February 2016, respectively. Garland, Roserock, Tranquillity, and the remaining three phases of Desert Stateline are expected to be placed in service later in 2016. SRP is entitled to 51% of all cash distributions from the partnership entities and the respective partner who holds the class B membership interests (either First Solar or Recurrent) is entitled to 49% of all cash distributions. In addition, Southern Power is entitled to substantially all of the federal tax benefits with respect to the seven partnership entities.

In December 2014, Southern Power announced that it will build an approximately 146-MW solar photovoltaic facility, Sandhills, in Taylor County, Georgia. During the first half of 2015, Southern Power Company acquired all of the outstanding membership interests of five entities that were subsequently merged with Southern Power Company for the construction of five solar photovoltaic facilities in Georgia as follows: Decatur County, Decatur Parkway, Butler, Butler Solar Farm, and Pawpaw. Decatur County and Decatur Parkway were placed in service in late 2015; Butler Solar Farm was placed in service in February 2016; and Pawpaw, Sandhills, and Butler are expected to be placed in service during 2016.

The entire output of each of the renewable facilities is contracted under long-term PPAs as shown below in the table of PPAs as of December 31, 2015. See Item 2 – Properties, Note 2 to the financial statements of Southern Power in Item 8 herein, and Note 12 to the financial statements of Southern Company under "Southern Power" in Item 8 herein for additional information regarding Southern Power's acquisitions and construction projects.

As of December 31, 2015, Southern Power had 9,595 MWs of nameplate capacity in commercial operation (including 2,110 MWs owned by its subsidiaries), after taking into consideration its equity ownership percentage of the solar facilities. With the inclusion of the PPAs and capacity associated with the solar facilities currently under construction and the acquisitions of Calipatria and Grant Wind, all as discussed above, as well as other capacity and energy contracts, Southern Power has an average of 75% of its available demonstrated capacity covered for the next five years (through 2020) and an average of 70% of its available demonstrated capacity covered for the next 10 years (through 2025).

Southern Power's natural gas and biomass sales are primarily through long-term PPAs that consist of two types of agreements. The first type, referred to as a unit or block sale, is a customer purchase from a dedicated plant unit where all or a portion of the generation from that unit is reserved for that customer. Southern Power typically has the ability to serve the unit or block

I-3

Table of ContentsIndex to Financial Statements

sale customer from an alternate resource. The second type, referred to as requirements service, provides that Southern Power serve the customer's capacity and energy requirements from a combination of the customer's own generating units and from Southern Power resources not dedicated to serve unit or block sales. Southern Power has rights to purchase power provided by the requirements customers' resources when economically viable.

Southern Power's solar and wind sales are also through long-term PPAs, but do not have a capacity charge. Instead the customers purchase the entire energy output of a dedicated renewable facility through an energy charge.

The following tables set forth Southern Power's existing PPAs as of December 31, 2015:

Block Sales PPAs

Facility/Source	Counterparty	MWs	Contract Term
Addison Unit 1	MEAG Power	152	through April 2029
Addison Units 2 and 4	Georgia Power	293	through May 2030
Addison Unit 3	Georgia Energy Cooperative	151	through May 2030
Cleveland County Unit 1	NCEMC(1)	45-180	through Dec. 2036
Cleveland County Unit 2	NCEMC(1)	180	through Dec. 2036
Cleveland County Unit 3	NCMPA1(2)	183	through Dec. 2031
Dahlberg Units 1, 3, and 5	Cobb EMC	224	Jan. 2016 – Dec. 2025
Dahlberg Units 2, 6, 8, and 10	Georgia Power	298	through May 2025
Dahlberg Unit 4	Georgia Power	73	through May 2030
Franklin Unit 1	Duke Energy Florida, Inc.	350	through May 2016
Franklin Unit 1	Duke Energy Florida, Inc.	434	June 2016 – May 2021
Franklin Unit 2	Morgan Stanley Capital Group	250	Jan. 2016 – Dec. 2025
Franklin Unit 2	Jackson EMC	60-65	Jan. 2016 – Dec. 2035
Franklin Unit 2	GreyStone Power Corporation	35-40	Jan. 2016 – Dec. 2035
Franklin Unit 2	Cobb EMC	100	Jan. 2016 – Dec. 2025
Franklin Unit 3	Exelon Generation Company LLC	100	Jan. 2016 - Dec. 2016
Franklin Unit 3	Cargill Power Markets LLC	50	Jan. 2016 - Dec. 2016
Harris Unit 1	Georgia Power	638	through May 2030
Harris Unit 2	Georgia Power	631	through May 2019
Harris Unit 2	AMEA(3)	25	Jan. 2020 – Dec. 2025
Nacogdoches	City of Austin, Texas	100	through May 2032
NCEMC PPA(4)	EnergyUnited	100	through Dec. 2021
Oleander Units 2, 3, and 4	Seminole Electric Cooperative	155	through May 2021
Oleander Unit 5	FMPA	157	through Dec. 2027
Rowan CT Unit 1	NCMPA1(2)	150	through Dec. 2030
Rowan CT Unit 3	EnergyUnited	113	through Dec. 2023
Rowan CC Unit 4	EnergyUnited	0-328	through Dec. 2025
Rowan CC Unit 4	Duke Energy Progress, Inc.	150	through Dec. 2019
Rowan CC Unit 4	PJM Auction(5)	200	June 2016 – May 2017
Stanton Unit A	OUC	341	through Sept. 2033
Stanton Unit A	FMPA	85	through Sept. 2033
Wansley Unit 6	Georgia Power	570	through May 2017

(1) North Carolina Electric Membership Corporation (NCEMC)

(2) North Carolina Municipal Power Agency 1 (NCMPA1)

Table of ContentsIndex to Financial Statements

(3) Alabama Municipal Electric Authority (AMEA). AMEA will be served by Plant Franklin Unit 1 from January 2018 through December 2019.

(4) Represents sale of power purchased from NCEMC under a PPA.

(5) Pennsylvania, Jersey, Maryland Power Pool

Requirements Services PPAs

Counterparty	MWs		Contract Term
Nine Georgia EMCs	223-456	(1)	through Dec. 2024
Sawnee EMC	116-559	(1)	through Dec. 2027
Cobb EMC	0-316	(1)	Jan. 2016 - Dec. 2025
Flint EMC	128-257	(1)	through Dec. 2024
City of Dalton, Georgia	—	(1)	through Dec. 2017
EnergyUnited	0-219	(1)	through Dec. 2025

(1) Represents a range of forecasted incremental capacity needs over the contract term.

Solar/Wind PPAs

Facility	Counterparty	MWs(1)	Contract Term
Solar			
Adobe(2)	Southern California Edison Company	20	through May 2034
Apex(2)	Nevada Power Company	20	through Dec. 2037
Butler	Georgia Power	100	Dec. 2016 - Dec. 2046 (5)
Butler Solar Farm	Georgia Power	20	Jan. 2016 - Dec. 2035
Calipatria(2)	San Diego Gas & Electric Company	20	Feb. 2016 - Jan. 2036
Campo Verde(2)	San Diego Gas & Electric Company	139	through Sept. 2033
Cimarron(2)	Tri-State Generation and Transmission Association, Inc.	30	through Nov. 2035
Decatur County	Georgia Power	19	through Dec. 2035
Decatur Parkway	Georgia Power	80	through Dec. 2040
Desert Stateline(4)	Southern California Edison Company	300	Sep. 2016 - Oct. 2036 (5)
Garland(4)	Southern California Edison Company	20	Dec. 2016 - Nov. 2036 (5)
Garland(4)	Southern California Edison Company	180	Dec. 2016 - Nov. 2031 (5)
Granville(2)	Duke Energy Progress, Inc.	2.5	through Nov. 2032
Imperial Valley(4)	San Diego Gas & Electric Company	150	through Dec. 2039
Lost Hills Blackwell(4)	City of Roseville & Pacific Gas & Electric Company	32	through Dec. 2043
Macho Springs(2)	El Paso Energy	50	through May 2034
Morelos(2)	Pacific Gas & Electric Company	15	Jan. 2016 - Jan. 2035
North Star(4)	Pacific Gas & Electric Company	60	through May 2035
Pawpaw	Georgia Power	30	Mar. 2016 - Feb. 2046 (5)
Roserock(4)	Austin Energy	157	Oct. 2016 - Sept. 2036 (5)
Sandhills	Cobb EMC	111	Nov. 2016 - Dec. 2041 (5)
Sandhills	Flint EMC	15	Nov. 2016 - Dec. 2041 (5)
Sandhills	Sawnee EMC	15	Nov. 2016 - Dec. 2041 (5)
Sandhills	Middle GA and Irwin EMC	2	Nov. 2016 - Dec. 2041 (5)
Spectrum(2)	Nevada Power Company	30	through Dec. 2038
Tranquillity(4)	Shell Energy North America (US), LP	204	Oct. 2016 - Nov. 2019 (5)
Tranquillity(4)	Southern California Edison Company	204	Dec. 2019 - Nov. 2034 (5)

Table of ContentsIndex to Financial Statements

Facility	Counterparty	MWs(1)	Contract Term
Wind			
Grant Wind(3)	East Texas Electric Cooperative	50	Mar. 2016 - Mar. 2036 (5)
Grant Wind(3)	Northeast Texas Electric Cooperative	50	Mar. 2016 - Mar. 2036 (5)
Grant Wind(3)	Western Farmers Electric Cooperative	50	Mar. 2016 - Mar. 2036 (5)
Kay Wind	Westar	199	Oct. 2016 - Nov. 2036
Kay Wind	Grand River Dam Authority	100	through Dec. 2035

(1) MWs shown are for 100% of the PPA.

(2) Southern Power's equity interest in these facilities is 90%.

(3) Southern Power has entered into an agreement to acquire this facility, which is subject to satisfaction of certain conditions to closing.

(4) Southern Power's equity interest in these facilities is 51%.

(5) Subject to commercial operation.

Purchased Power

Facility/Source	Counterparty	MWs	Contract Term
NCEMC	NCEMC	100	through Dec. 2021

See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Power Sales Agreements" and "Acquisitions" of Southern Power in Item 7 herein and Note 2 to the financial statements of Southern Power in Item 8 herein for additional information.

For the year ended December 31, 2015, Southern Power's revenues were derived approximately 15.8% from Georgia Power and approximately 10.7% from Florida Power & Light Company. Southern Power actively pursues replacement PPAs prior to the expiration of its current PPAs and anticipates that the revenues attributable to one customer may be replaced by revenues from a new customer; however, the expiration of any of Southern Power's current PPAs without the successful remarketing of a replacement PPA could have a material negative impact on Southern Power's earnings but is not expected to have a material impact on Southern Company's earnings.

Other Businesses

Southern Holdings is an intermediate holding subsidiary, primarily for Southern Company's investments in leveraged leases and also for energy services.

SouthernLINC Wireless provides digital wireless communications for use by Southern Company and its subsidiary companies and also markets these services to the public. SouthernLINC Wireless delivers multiple wireless communication options including push to talk, cellular service, text messaging, wireless internet access, and wireless data. Its system covers approximately 127,000 square miles in the Southeast. SouthernLINC Wireless also provides fiber cable services within the Southeast through its subsidiary, Southern Telecom, Inc.

These efforts to invest in and develop new business opportunities offer potential returns exceeding those of rate-regulated operations. However, these activities also involve a higher degree of risk.

Construction Programs

The subsidiary companies of Southern Company are engaged in continuous construction programs to accommodate existing and estimated future loads on their respective systems. For estimated construction and environmental expenditures for the periods 2016 through 2018, see MANAGEMENT'S DISCUSSION AND ANALYSIS – FINANCIAL CONDITION AND LIQUIDITY – "Capital Requirements and Contractual Obligations" of Southern Company, each traditional operating company, and Southern Power in Item 7 herein. The Southern Company system's construction program consists of capital investment and capital expenditures to comply with environmental statutes and regulations. The Southern Company system also anticipates costs associated with closure in place or by other methods and ground water monitoring of ash ponds in accordance with the Disposal of Coal Combustion Residuals from Electric Utilities final rule (CCR Rule), which are not reflected in the capital expenditures below as these costs are associated with asset retirement obligation liabilities. In 2016, the construction program is expected to be apportioned approximately as follows:

Table of ContentsIndex to Financial Statements

	Southern Company system ^(a) (in millions)	Alabama Power	Georgia Power	Gulf Power	Mississippi Power
New Generation	\$1,224	\$56	\$553	\$3	\$612
Environmental Compliance ^(b)	683	319	313	30	21
Generation Maintenance	978	293	538	75	72
Transmission	618	167	402	23	26
Distribution	802	285	417	62	37
Nuclear Fuel	230	93	137	—	—
General Plant	307	93	174	22	19
	4,842	1,306	2,534	215	787
Southern Power ^(c)	2,386				
Other subsidiaries	102				
Total	\$7,330	\$1,306	\$2,534	\$215	\$787

(a) These amounts include the amounts for the traditional operating companies (as detailed in the table above) as well as the amounts for Southern Power and the other subsidiaries. See "Other Businesses" herein for additional information.

(b) Reflects cost estimates for environmental regulations. These estimated expenditures do not include any potential compliance costs that may arise from the EPA's final rules and guidelines or subsequently approved state plans that would limit CO₂ emissions from new, existing, and modified or reconstructed fossil-fuel-fired electric generating units or costs associated with closure in place or by other methods and ground water monitoring of ash ponds in accordance with the CCR Rule. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Environmental Matters – Environmental Statutes and Regulations" and FINANCIAL CONDITION AND LIQUIDITY – "Capital Requirements and Contractual Obligations" of Southern Company and each traditional operating company in Item 7 herein for additional information.

(c) Includes approximately \$0.8 billion for potential acquisitions and/or construction of new generating facilities. The construction programs are subject to periodic review and revision, and actual construction costs may vary from these estimates because of numerous factors. These factors include: changes in business conditions; changes in load projections; changes in environmental statutes and regulations; the outcome of any legal challenges to the environmental rules; changes in generating plants, including unit retirements and replacements and adding or changing fuel sources at existing units, to meet regulatory requirements; changes in FERC rules and regulations; PSC approvals; changes in the expected environmental compliance program; changes in legislation; the cost and efficiency of construction labor, equipment, and materials; project scope and design changes; storm impacts; and the cost of capital. In addition, there can be no assurance that costs related to capital expenditures will be fully recovered. Additionally, planned expenditures for plant acquisitions may vary due to market opportunities and Southern Power's ability to execute its growth strategy.

In addition, the construction program includes the development and construction of new generating facilities with designs that have not been finalized or previously constructed, including first-of-a-kind technology, which may result in revised estimates during construction. The ability to control costs and avoid cost overruns during the development and construction of new facilities is subject to a number of factors, including, but not limited to, changes in labor costs and productivity, adverse weather conditions, shortages and inconsistent quality of equipment, materials, and labor, contractor or supplier delay, non-performance under construction, operating, or other agreements, operational readiness, including specialized operator training and required site safety programs, unforeseen engineering or design problems, start-up activities (including major equipment failure and system integration), and/or operational performance (including additional costs to satisfy any operational parameters ultimately adopted by any PSC).

See "Regulation – Environmental Statutes and Regulations" herein for additional information with respect to certain existing and proposed environmental requirements and PROPERTIES – "Jointly-Owned Facilities" in Item 2 herein for additional information concerning Alabama Power's, Georgia Power's, and Southern Power's joint ownership of certain generating units and related facilities with certain non-affiliated utilities. See Note 3 to the financial statements of Southern Company and Georgia Power under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" and "Retail Regulatory Matters – Nuclear Construction," respectively, in Item 8 herein for additional information regarding Georgia Power's construction of Plant Vogtle Units 3 and 4. Also see Note 3 to the financial statements of Southern Company and Mississippi Power under "Integrated Coal Gasification Combined Cycle" in Item 8 herein for additional information regarding Mississippi Power's construction of the Kemper IGCC.

I-7

Table of Contents

Index to Financial Statements

Financing Programs

See each of the registrant's MANAGEMENT'S DISCUSSION AND ANALYSIS – FINANCIAL CONDITION AND LIQUIDITY in Item 7 herein and Note 6 to the financial statements of each registrant in Item 8 herein for information concerning financing programs.

Fuel Supply

The traditional operating companies' and SEGCO's supply of electricity is primarily fueled by natural gas and coal. Southern Power's supply of electricity is primarily fueled by natural gas. See MANAGEMENT'S DISCUSSION AND ANALYSIS – RESULTS OF OPERATION – "Electricity Business – Fuel and Purchased Power Expenses" of Southern Company and MANAGEMENT'S DISCUSSION AND ANALYSIS – RESULTS OF OPERATION – "Fuel and Purchased Power Expenses" of each traditional operating company in Item 7 herein for information regarding the electricity generated and the average cost of fuel in cents per net KWH generated for the years 2013 through 2015. The traditional operating companies have agreements in place from which they expect to receive substantially all of their coal burn requirements in 2016. These agreements have terms ranging between one and five years. In 2015, the weighted average sulfur content of all coal burned by the traditional operating companies was 0.95% sulfur. This sulfur level, along with banked and purchased sulfur dioxide allowances, allowed the traditional operating companies to remain within limits set by Phase I of the Cross-State Air Pollution Rule (CSAPR) under the Clean Air Act. In 2015, the Southern Company system did not purchase any sulfur dioxide allowances, annual nitrogen oxide emission allowances, or seasonal nitrogen oxide emission allowances from the market. As any additional environmental regulations are proposed that impact the utilization of coal, the traditional operating companies' fuel mix will be monitored to help ensure that the traditional operating companies remain in compliance with applicable laws and regulations. Additionally, Southern Company and the traditional operating companies will continue to evaluate the need to purchase additional emissions allowances, the timing of capital expenditures for emissions control equipment, and potential unit retirements and replacements. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Environmental Matters" of Southern Company, each traditional operating company, and Southern Power in Item 7 herein for additional information on environmental matters.

SCS, acting on behalf of the traditional operating companies and Southern Power Company, has agreements in place for the natural gas burn requirements of the Southern Company system. For 2016, SCS has contracted for 457 billion cubic feet of natural gas supply under agreements with remaining terms up to 15 years. In addition to natural gas supply, SCS has contracts in place for both firm natural gas transportation and storage. Management believes these contracts provide sufficient natural gas supplies, transportation, and storage to ensure normal operations of the Southern Company system's natural gas generating units.

Alabama Power and Georgia Power have numerous contracts covering a portion of their nuclear fuel needs for uranium, conversion services, enrichment services, and fuel fabrication. These contracts have varying expiration dates and most of them are for less than 10 years. Management believes sufficient capacity for nuclear fuel supplies and processing exists to preclude the impairment of normal operations of the Southern Company system's nuclear generating units.

Changes in fuel prices to the traditional operating companies are generally reflected in fuel adjustment clauses contained in rate schedules. See "Rate Matters – Rate Structure and Cost Recovery Plans" herein for additional information. Southern Power's PPAs (excluding solar and wind) generally provide that the counterparty is responsible for substantially all of the cost of fuel.

Alabama Power and Georgia Power have contracts with the United States, acting through the DOE, that provide for the permanent disposal of spent nuclear fuel. The DOE failed to begin disposing of spent fuel in 1998, as required by the contracts, and Alabama Power and Georgia Power have pursued and are pursuing legal remedies against the government for breach of contract. See Note 3 to the financial statements of Southern Company, Alabama Power, and Georgia Power under "Nuclear Fuel Disposal Costs" in Item 8 herein for additional information.

Territory Served by the Traditional Operating Companies and Southern Power

The territory in which the traditional operating companies provide electric service comprises most of the states of Alabama and Georgia, together with the northwestern portion of Florida and southeastern Mississippi. In this territory

there are non-affiliated electric distribution systems that obtain some or all of their power requirements either directly or indirectly from the traditional operating companies. As of December 31, 2015, the territory had an area of approximately 120,000 square miles and an estimated population of approximately 17 million. Southern Power sells electricity at market-based rates in the wholesale market, primarily to investor-owned utilities, IPPs, municipalities, electric cooperatives, and other load serving entities.

Alabama Power is engaged, within the State of Alabama, in the generation and purchase of electricity and the transmission, distribution, and sale of such electricity, at retail in approximately 400 cities and towns (including Anniston, Birmingham, Gadsden, Mobile, Montgomery, and Tuscaloosa), as well as in rural areas, and at wholesale to 14 municipally-owned electric

I-8

Table of Contents

Index to Financial Statements

distribution systems, 11 of which are served indirectly through sales to AMEA, and two rural distributing cooperative associations. Alabama Power owns coal reserves near its Plant Gorgas and uses the output of coal from the reserves in its generating plants. Alabama Power also sells, and cooperates with dealers in promoting the sale of, electric appliances.

Georgia Power is engaged in the generation and purchase of electricity and the transmission, distribution, and sale of such electricity within the State of Georgia, at retail in over 600 communities (including Athens, Atlanta, Augusta, Columbus, Macon, Rome, and Savannah), as well as in rural areas, and at wholesale currently to OPC, MEAG Power, Dalton, various EMCs, and non-affiliated utilities.

Gulf Power is engaged, within the northwestern portion of Florida, in the generation and purchase of electricity and the transmission, distribution, and sale of such electricity, at retail in 71 communities (including Pensacola, Panama City, and Fort Walton Beach), as well as in rural areas, and at wholesale to a non-affiliated utility.

Mississippi Power is engaged in the generation and purchase of electricity and the transmission, distribution, and sale of such electricity within 23 counties in southeastern Mississippi, at retail in 123 communities (including Biloxi, Gulfport, Hattiesburg, Laurel, Meridian, and Pascagoula), as well as in rural areas, and at wholesale to one municipality, six rural electric distribution cooperative associations, and one generating and transmitting cooperative. For information relating to KWH sales by customer classification for the traditional operating companies, see MANAGEMENT'S DISCUSSION AND ANALYSIS – RESULTS OF OPERATIONS of each traditional operating company in Item 7 herein. Also, for information relating to the sources of revenues for Southern Company, each traditional operating company, and Southern Power, reference is made to Item 7 herein.

The RUS has authority to make loans to cooperative associations or corporations to enable them to provide electric service to customers in rural sections of the country. As of December 31, 2015, there were 71 electric cooperative organizations operating in the territory in which the traditional operating companies provide electric service at retail or wholesale.

One of these organizations, PowerSouth, is a generating and transmitting cooperative selling power to several distributing cooperatives, municipal systems, and other customers in south Alabama and northwest Florida. As of December 31, 2015, PowerSouth owned generating units with approximately 2,100 MWs of nameplate capacity, including an undivided 8.16% ownership interest in Alabama Power's Plant Miller Units 1 and 2. PowerSouth's facilities were financed with RUS loans secured by long-term contracts requiring distributing cooperatives to take their requirements from PowerSouth to the extent such energy is available. See PROPERTIES – "Jointly-Owned Facilities" in Item 2 herein for details of Alabama Power's joint-ownership with PowerSouth of a portion of Plant Miller. Alabama Power has a 15-year system supply agreement with PowerSouth to provide 200 MWs of capacity service with an option to extend and renegotiate in the event Alabama Power builds new generation or contracts for new capacity.

Alabama Power and Gulf Power have entered into separate agreements with PowerSouth involving interconnection between their respective systems. The delivery of capacity and energy from PowerSouth to certain distributing cooperatives in the service territories of Alabama Power and Gulf Power is governed by the Southern Company/PowerSouth Network Transmission Service Agreement. The rates for this service to PowerSouth are on file with the FERC.

Four electric cooperative associations, financed by the RUS, operate within Gulf Power's service territory. These cooperatives purchase their full requirements from PowerSouth and SEPA (a federal power marketing agency). A non-affiliated utility also operates within Gulf Power's service territory and purchases its full requirements from Gulf Power.

Mississippi Power has an interchange agreement with SMEPA, a generating and transmitting cooperative, pursuant to which various services are provided.

As of December 31, 2015, there were approximately 65 municipally-owned electric distribution systems operating in the territory in which the traditional operating companies provide electric service at retail or wholesale.

As of December 31, 2015, 48 municipally-owned electric distribution systems and one county-owned system received their requirements through MEAG Power, which was established by a Georgia state statute in 1975. MEAG Power

serves these requirements from self-owned generation facilities, some of which are jointly-owned with Georgia Power, and purchases from other resources. MEAG Power also has a pseudo scheduling and services agreement with Georgia Power. Dalton serves its requirements from self-owned generation facilities, some of which are jointly-owned with Georgia Power, and through purchases from Georgia Power and Southern Power through a service agreement. See PROPERTIES – "Jointly-Owned Facilities" in Item 2 herein for additional information.

Georgia Power has entered into substantially similar agreements with Georgia Transmission Corporation, MEAG Power, and Dalton providing for the establishment of an integrated transmission system to carry the power and energy of all parties. The agreements require an investment by each party in the integrated transmission system in proportion to its respective share of the aggregate system load. See PROPERTIES – "Jointly-Owned Facilities" in Item 2 herein for additional information.

I-9

Table of Contents

Index to Financial Statements

Southern Power assumed or entered into PPAs with some of the traditional operating companies, investor-owned utilities, IPPs, municipalities, electric cooperatives, and other load serving entities. See "The Southern Company System – Southern Power" above and MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Power Sales Agreements" of Southern Power in Item 7 herein for additional information concerning Southern Power's PPAs.

SCS, acting on behalf of the traditional operating companies, also has a contract with SEPA providing for the use of the traditional operating companies' facilities at government expense to deliver to certain cooperatives and municipalities, entitled by federal statute to preference in the purchase of power from SEPA, quantities of power equivalent to the amounts of power allocated to them by SEPA from certain U.S. government hydroelectric projects.

Competition

The electric utility industry in the U.S. is continuing to evolve as a result of regulatory and competitive factors. Among the early primary agents of change was the Energy Policy Act of 1992, which allowed IPPs to access a utility's transmission network in order to sell electricity to other utilities.

The competition for retail energy sales among competing suppliers of energy is influenced by various factors, including price, availability, technological advancements, service, and reliability. These factors are, in turn, affected by, among other influences, regulatory, political, and environmental considerations, taxation, and supply.

The retail service rights of all electric suppliers in the State of Georgia are regulated by the Territorial Electric Service Act of 1973. Pursuant to the provisions of this Act, all areas within existing municipal limits were assigned to the primary electric supplier therein. Areas outside of such municipal limits were either to be assigned or to be declared open for customer choice of supplier by action of the Georgia PSC pursuant to standards set forth in this Act.

Consistent with such standards, the Georgia PSC has assigned substantially all of the land area in the state to a supplier. Notwithstanding such assignments, this Act provides that any new customer locating outside of 1973 municipal limits and having a connected load of at least 900 KWs may exercise a one-time choice for the life of the premises to receive electric service from the supplier of its choice.

Pursuant to the 1956 Utility Act, the Mississippi PSC issued "Grandfather Certificates" of public convenience and necessity to Mississippi Power and to six distribution rural cooperatives operating in southeastern Mississippi, then served in whole or in part by Mississippi Power, authorizing them to distribute electricity in certain specified geographically described areas of the state. The six cooperatives serve approximately 325,000 retail customers in a certificated area of approximately 10,300 square miles. In areas included in a "Grandfather Certificate," the utility holding such certificate may, without further certification, extend its lines up to five miles; other extensions within that area by such utility, or by other utilities, may not be made except upon a showing of, and a grant of a certificate of, public convenience and necessity. Areas included in such a certificate that are subsequently annexed to municipalities may continue to be served by the holder of the certificate, irrespective of whether it has a franchise in the annexing municipality. On the other hand, the holder of the municipal franchise may not extend service into such newly annexed area without authorization by the Mississippi PSC.

Generally, the traditional operating companies have experienced, and expect to continue to experience, competition in their respective retail service territories in varying degrees from the development and deployment of alternative energy sources such as self-generation (as described below) and distributed generation technologies, as well as other factors.

Southern Power competes with investor-owned utilities, IPPs, and others for wholesale energy sales primarily in the Southeastern U.S. wholesale market. The needs of this market are driven by the demands of end users in the Southeast and the generation available. Southern Power's success in wholesale energy sales is influenced by various factors including reliability and availability of Southern Power's plants, availability of transmission to serve the demand, price, and Southern Power's ability to contain costs.

As of December 31, 2015, Alabama Power had cogeneration contracts in effect with nine industrial customers. Under the terms of these contracts, Alabama Power purchases excess energy generated by such companies. During 2015, Alabama Power purchased approximately 201 million KWHs from such companies at a cost of \$4 million.

As of December 31, 2015, Georgia Power had contracts in effect with 24 small power producers whereby Georgia Power purchases their excess generation. During 2015, Georgia Power purchased 804 million KWHs from such companies at a cost of \$60 million. Georgia Power also has PPAs for electricity with six cogeneration facilities. Payments are subject to reductions for failure to meet minimum capacity output. During 2015, Georgia Power purchased 285 million KWHs at a cost of \$25 million from these facilities.

Also during 2015, Georgia Power purchased energy from three customer-owned generating facilities. These customers provide only energy to Georgia Power and make no capacity commitment and are not dispatched by Georgia Power. During 2015, Georgia Power purchased a total of 34 million KWHs from the three customers at a cost of approximately \$1 million.

I-10

Table of Contents

Index to Financial Statements

As of December 31, 2015, Gulf Power had agreements in effect with various industrial, commercial, and qualifying facilities pursuant to which Gulf Power purchases "as available" energy from customer-owned generation. During 2015, Gulf Power purchased 211 million KWHs from such companies for approximately \$6 million.

As of December 31, 2015, Mississippi Power had one cogeneration agreement in effect with one of its industrial customers. Under the terms of this contract, Mississippi Power purchases any excess generation. During 2015, Mississippi Power did not purchase any excess generation from this customer.

Seasonality

The demand for electric power generation is affected by seasonal differences in the weather. At the traditional operating companies and Southern Power, the demand for power peaks either during the summer or winter months, with market prices reflecting the demand of power and available generating resources at that time. As a result, the overall operating results of Southern Company, the traditional operating companies, and Southern Power in the future may fluctuate substantially on a seasonal basis. In addition, Southern Company, the traditional operating companies, and Southern Power have historically sold less power when weather conditions are milder.

Regulation

State Commissions

The traditional operating companies are subject to the jurisdiction of their respective state PSCs. The PSCs have broad powers of supervision and regulation over public utilities operating in the respective states, including their rates, service regulations, sales of securities (except for the Mississippi PSC), and, in the cases of the Georgia PSC and the Mississippi PSC, in part, retail service territories. See "Territory Served by the Traditional Operating Companies and Southern Power" and "Rate Matters" herein for additional information.

Federal Power Act

The traditional operating companies, Southern Power Company and certain of its generation subsidiaries, and SEGCO are all public utilities engaged in wholesale sales of energy in interstate commerce and, therefore, are subject to the rate, financial, and accounting jurisdiction of the FERC under the Federal Power Act. The FERC must approve certain financings and allows an "at cost standard" for services rendered by system service companies such as SCS and Southern Nuclear. The FERC is also authorized to establish regional reliability organizations which enforce reliability standards, address impediments to the construction of transmission, and prohibit manipulative energy trading practices.

Alabama Power and Georgia Power are also subject to the provisions of the Federal Power Act or the earlier Federal Water Power Act applicable to licensees with respect to their hydroelectric developments. As of December 31, 2015, among the hydroelectric projects subject to licensing by the FERC are 14 existing Alabama Power generating stations having an aggregate installed capacity of 1,667,000 KWs and 18 existing Georgia Power generating stations having an aggregate installed capacity of 1,087,296 KWs.

In 2013, the FERC issued a new 30-year license to Alabama Power for Alabama Power's seven hydroelectric developments on the Coosa River (Weiss, Henry, Logan Martin, Lay, Mitchell, Jordan, and Bouldin). Alabama Power filed a petition requesting rehearing of the FERC order granting the relicense seeking revisions to several conditions of the license. The Alabama Rivers Alliance, American Rivers, the Georgia Environmental Protection Division, and the Atlanta Regional Commission have also filed petitions for rehearing of the FERC order.

In 2013, Alabama Power filed an application with the FERC to relicense the Holt hydroelectric project located on the Warrior River. The current Holt license expired on August 31, 2015. Since the FERC did not act on Alabama Power's new license application prior to the expiration of the existing license, the FERC issued to Alabama Power an annual license authorizing continued operation of the project under the terms and conditions of the expired license until action is taken on the new license.

On December 17, 2015, the FERC issued a new 30-year license to Alabama Power for the Martin Dam project located on the Tallapoosa River. The Alabama Rivers Alliance, American Rivers, the Georgia Environmental Protection Division, and the Atlanta Regional Commission have filed petitions for rehearing of the FERC order.

In 2015, Georgia Power initiated the process of developing an application to relicense the Wallace Dam project on the Oconee River. The current Wallace Dam project license will expire on June 1, 2020.

Georgia Power and OPC also have a license, expiring in 2027, for the Rocky Mountain Plant, a pure pumped storage facility of 847,800 KW capacity. See PROPERTIES – "Jointly-Owned Facilities" in Item 2 herein for additional information.

Licenses for all projects, excluding those discussed above, expire in the years 2023-2035 in the case of Alabama Power's projects and in the years 2020-2044 in the case of Georgia Power's projects.

I-11

Table of Contents

Index to Financial Statements

Upon or after the expiration of each license, the U.S. Government, by act of Congress, may take over the project or the FERC may relicense the project either to the original licensee or to a new licensee. In the event of takeover or relicensing to another, the original licensee is to be compensated in accordance with the provisions of the Federal Power Act, such compensation to reflect the net investment of the licensee in the project, not in excess of the fair value of the property, plus reasonable damages to other property of the licensee resulting from the severance therefrom of the property. The FERC may grant relicenses subject to certain requirements that could result in additional costs.

The ultimate outcome of these matters cannot be determined at this time.

Nuclear Regulation

Alabama Power, Georgia Power, and Southern Nuclear are subject to regulation by the NRC. The NRC is responsible for licensing and regulating nuclear facilities and materials and for conducting research in support of the licensing and regulatory process, as mandated by the Atomic Energy Act of 1954, as amended; the Energy Reorganization Act of 1974, as amended; and the Nuclear Nonproliferation Act of 1978; and in accordance with the National Environmental Policy Act of 1969, as amended, and other applicable statutes. These responsibilities also include protecting public health and safety, protecting the environment, protecting and safeguarding nuclear materials and nuclear power plants in the interest of national security, and assuring conformity with antitrust laws.

The NRC licenses for Georgia Power's Plant Hatch Units 1 and 2 expire in 2034 and 2038, respectively. The NRC licenses for Alabama Power's Plant Farley Units 1 and 2 expire in 2037 and 2041, respectively. The NRC licenses for Plant Vogtle Units 1 and 2 expire in 2047 and 2049, respectively.

In 2012, the NRC issued combined construction and operating licenses (COLs) for Plant Vogtle Units 3 and 4.

Receipt of the COLs allowed full construction to begin. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Nuclear Construction" of Georgia Power in Item 7 herein and Note 3 to the financial statements of Southern Company under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" and Georgia Power under "Retail Regulatory Matters – Nuclear Construction" in Item 8 herein for additional information.

See Notes 1 and 9 to the financial statements of Southern Company, Alabama Power, and Georgia Power in Item 8 herein for information on nuclear decommissioning costs and nuclear insurance.

Environmental Statutes and Regulations

The electric utilities' operations are subject to extensive regulation by state and federal environmental agencies under a variety of statutes and regulations governing environmental media, including air, water, and land resources.

Compliance with these existing environmental requirements involves significant capital and operating costs, a major portion of which is expected to be recovered through existing ratemaking provisions or through market-based contracts. There is no assurance, however, that all such costs will be recovered.

Compliance with federal environmental statutes and resulting regulations has been, and will continue to be, a significant focus for Southern Company, each traditional operating company, Southern Power, and SEGCO. In addition, existing environmental laws and regulations may be changed or new laws and regulations may be adopted or otherwise become applicable to the Southern Company system, including laws and regulations designed to address air quality, water, CCRs, global climate change, or other environmental and health concerns, as well as wildlife and endangered species conservation. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Environmental Matters" of Southern Company and each of the traditional operating companies in Item 7 herein for additional information about environmental issues, including, but not limited to, proposed and final regulations related to air quality, water, CCRs, and greenhouse gases. Also see MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Environmental Matters" of Southern Power in Item 7 herein for additional information about environmental issues and climate change regulation.

The Southern Company system's ultimate environmental compliance strategy, including potential unit retirement and replacement decisions, and future environmental capital expenditures will be affected by the final requirements of new or revised environmental regulations; the time periods over which compliance with regulations is required; individual state implementation of regulations, as applicable; the outcome of any legal challenges to the environmental rules and

any additional rulemaking activities in response to legal challenges and court decisions; the cost, availability, and existing inventory of emissions allowances; the impact of future changes in generation and emissions-related technology and costs; and the fuel mix of the electric utilities. Compliance costs may arise from existing unit retirements, installation of additional environmental controls, upgrades to the transmission system, closure and monitoring of CCR facilities, and adding or changing fuel sources for certain existing units. Environmental compliance spending over the next several years may differ materially from the amounts estimated. Such expenditures could affect results of operations, cash flows, and financial condition if such costs are not recovered on a timely basis through regulated rates or long-term wholesale agreements for the traditional operating

I-12

Table of Contents

Index to Financial Statements

companies or market-based rates for Southern Power. Further, higher costs that are recovered through regulated rates could contribute to reduced demand for electricity, which could negatively affect results of operations, cash flows, and financial condition. Also see MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Environmental Matters" of Southern Company, each of the traditional operating companies, and Southern Power in Item 7 herein for additional information. The ultimate outcome of these matters cannot be determined at this time.

Compliance with any new federal or state legislation or regulations relating to air, water, and land resources or other environmental and health concerns could significantly affect the Southern Company system. Although new or revised environmental legislation or regulations could affect many areas of the electric utilities' operations, the full impact of any such changes cannot be determined at this time. Additionally, many of the electric utilities' commercial and industrial customers may also be affected by existing and future environmental requirements, which for some may have the potential to ultimately affect their demand for electricity. See "Construction Program" herein for additional information.

Rate Matters

Rate Structure and Cost Recovery Plans

The rates and service regulations of the traditional operating companies are uniform for each class of service throughout their respective retail service territories. Rates for residential electric service are generally of the block type based upon KWHs used and include minimum charges. Residential and other rates contain separate customer charges. Rates for commercial service are presently of the block type and, for large customers, the billing demand is generally used to determine capacity and minimum bill charges. These large customers' rates are generally based upon usage by the customer and include rates with special features to encourage off-peak usage. Additionally, Alabama Power, Gulf Power, and Mississippi Power are generally allowed by their respective state PSCs to negotiate the terms and cost of service to large customers. Such terms and cost of service, however, are subject to final state PSC approval.

The traditional operating companies recover their respective costs through a variety of forward-looking, cost-based rate mechanisms. Fuel and net purchased energy costs are recovered through specific fuel cost recovery provisions. These fuel cost recovery provisions are adjusted to reflect increases or decreases in such costs as needed or on schedules as required by the respective PSCs. Approved environmental compliance, storm damage, and certain other costs are recovered at Alabama Power, Gulf Power, and Mississippi Power through specific cost recovery mechanisms approved by their respective PSCs. Certain similar costs at Georgia Power are recovered through various base rate tariffs as approved by the Georgia PSC. Costs not recovered through specific cost recovery mechanisms are recovered at Alabama Power and Mississippi Power through annual, formulaic cost recovery proceedings and at Georgia Power and Gulf Power through base rate proceedings.

See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters" of Southern Company and each of the traditional operating companies in Item 7 herein and Note 3 to the financial statements of Southern Company and each of the traditional operating companies under "Retail Regulatory Matters" in Item 8 herein for a discussion of rate matters and certain cost recovery mechanisms. Also, see Note 1 to the financial statements of Southern Company and each of the traditional operating companies in Item 8 herein for a discussion of recovery of fuel costs, storm damage costs, and environmental compliance costs through rate mechanisms.

See "Integrated Resource Planning" herein for a discussion of Georgia PSC certification of new demand-side or supply-side resources and decertification of existing supply-side resources for Georgia Power. In addition, see MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Nuclear Construction" of Georgia Power in Item 7 herein and Note 3 to the financial statements of Southern Company under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" and Georgia Power under "Retail Regulatory Matters – Nuclear Construction" in Item 8 herein for a discussion of the Georgia Nuclear Energy Financing Act and the Georgia PSC certification of Plant Vogtle Units 3 and 4, which have allowed Georgia Power to recover financing costs for construction of Plant Vogtle Units 3 and 4 during the construction period beginning in 2011.

See Note 3 to the financial statements of Southern Company and Mississippi Power under "Integrated Coal Gasification Combined Cycle" in Item 8 herein and MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Integrated Coal Gasification Combined Cycle – Rate Recovery of Kemper IGCC Costs" of Mississippi Power in Item 7 herein for information on cost recovery plans with respect to the Kemper IGCC. The traditional operating companies and Southern Power Company and certain of its generation subsidiaries are authorized by the FERC to sell power to non-affiliates, including short-term opportunity sales, at market-based prices. Specific FERC approval must be obtained with respect to a market-based contract with an affiliate. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "FERC Matters" of each of the registrants in Item 7 herein for information on the traditional operating companies' and Southern Power Company's market-based rate authority and a pending FERC proceeding relating to this authority.

I-13

Table of Contents

Index to Financial Statements

Through 2015, capacity revenues represented the majority of Gulf Power's wholesale earnings. Gulf Power had long-term sales contracts to cover 100% of its ownership share of Plant Scherer Unit 3 (205 MWs) and these capacity revenues represented 82% of total wholesale capacity revenues for 2015. Due to the expiration of a wholesale contract at the end of 2015 and future expiration dates of the remaining wholesale contracts for the unit, Gulf Power currently has contracts to cover 34% of the unit for 2016 and 27% of the unit through 2019. Although Gulf Power is actively evaluating alternatives relating to this asset, including replacement wholesale contracts, the expiration of the contract in 2015 and the scheduled future expiration of the remaining contracts will have a material negative impact on Gulf Power's earnings in 2016 and may continue to have a material negative impact in future years. In the event some portion of Gulf Power's ownership of Plant Scherer Unit 3 is not subject to a replacement long-term wholesale contract, the proportionate amount of the unit may be sold into the power pool or into the wholesale market.

Mississippi Power serves long-term contracts with rural electric cooperative associations and municipalities located in southeastern Mississippi under cost-based electric tariffs which are subject to regulation by the FERC. The contracts with these wholesale customers represented 21.0% of Mississippi Power's operating revenues in 2015 and are largely subject to rolling 10-year cancellation notices. Historically, these wholesale customers have acted as a group and any changes in contractual relationships for one customer are likely to be followed by the other wholesale customers.

Integrated Resource Planning

Each of the traditional operating companies continually evaluates its electric generating resources in order to ensure that it maintains a cost-effective and reliable mix of resources to meet the existing and future demand requirements of its customers. See "Environmental Statutes and Regulations" above for a discussion of existing and potential environmental regulations that may impact the future generating resource needs of the traditional operating companies.

Certain of the traditional operating companies periodically file IRPs with their respective state PSC as discussed below.

Georgia Power

Triennially, Georgia Power must file an IRP with the Georgia PSC that specifies how it intends to meet the future electrical needs of its customers through a combination of demand-side and supply-side resources. The Georgia PSC, under state law, must certify any new demand-side or supply-side resources for Georgia Power to receive cost recovery. Once certified, the lesser of actual or certified construction costs and purchased power costs is recoverable through rates. Certified costs may be excluded from recovery only on the basis of fraud, concealment, failure to disclose a material fact, imprudence, or criminal misconduct.

See Note 3 to the financial statements of Southern Company under "Retail Regulatory Matters – Georgia Power – Rate Plans," "– Integrated Resource Plan," and "– Nuclear Construction" and Note 3 to the financial statements of Georgia Power under "Retail Regulatory Matters – Rate Plans," "– Integrated Resource Plan," and "– Nuclear Construction" in Item 8 herein for additional information.

Gulf Power

Annually by April 1, Gulf Power must file a 10-year site plan with the Florida PSC containing Gulf Power's estimate of its power-generating needs in the period and the general location of its proposed power plant sites. The 10-year site plans submitted by the state's electric utilities are reviewed by the Florida PSC and subsequently classified as either "suitable" or "unsuitable." The Florida PSC then reports its findings along with any suggested revisions to the Florida Department of Environmental Protection for its consideration at any subsequent electrical power plant site certification proceedings. Under Florida law, any 10-year site plans submitted by an electric utility are considered tentative information for planning purposes only and may be amended at any time at the discretion of the utility with written notification to the Florida PSC.

Gulf Power's most recent 10-year site plan was classified by the Florida PSC as "suitable" in November 2015. Gulf Power's most recent 10-year site plan and environmental compliance plan identify environmental regulations and potential legislation or regulation that would impose mandatory restrictions on greenhouse gas emissions. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Environmental Matters – Environmental Statutes and Regulations – Air Quality," "– Environmental Statutes and Regulations – Coal Combustion

Residuals," and "– Global Climate Issues" of Gulf Power in Item 7 herein. Gulf Power continues to evaluate the economics of various potential planning scenarios for units at certain Gulf Power coal-fired generating plants as EPA and other regulations develop.

On February 6, 2015, Gulf Power announced plans to retire its coal-fired generation at Plant Smith Units 1 and 2 (357 MWs) by March 31, 2016, as a result of the cost to comply with environmental regulations imposed by the EPA. In connection with this retirement, Gulf Power reclassified the net carrying value of these units from plant in service, net of depreciation, to other utility plant, net. The net book value of these units at December 31, 2015 was approximately \$62 million. Subsequent to December 31, 2015, Gulf Power filed a petition with the Florida PSC requesting permission to create a regulatory asset for the

Table of ContentsIndex to Financial Statements

remaining net book value of Plant Smith Units 1 and 2 and the remaining inventory associated with these units as of the retirement date. The retirement of these units is not expected to have a material impact on Gulf Power's financial statements as Gulf Power expects to recover these amounts through its rates; however, the ultimate outcome depends on future rate proceedings with the Florida PSC and cannot be determined at this time.

Mississippi Power

Mississippi Power's 2010 IRP indicated that Mississippi Power plans to construct the Kemper IGCC to meet its identified needs, to add environmental controls at Plant Daniel Units 1 and 2, to defer environmental controls at Plant Watson Units 4 and 5, and to continue operation of the combined cycle Plant Daniel Units 3 and 4. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Environmental Matters – Environmental Statutes and Regulations – Air Quality" and "– Global Climate Issues" of Mississippi Power in Item 7 herein. In August 2014, Mississippi Power entered into a settlement agreement with the Sierra Club that, among other things, required the Sierra Club to dismiss or withdraw all pending legal and regulatory challenges to the Kemper IGCC and the flue gas desulfurization system project at Plant Daniel Units 1 and 2, which also occurred in August 2014. In addition, and consistent with Mississippi Power's ongoing evaluation of recent environmental rules and regulations, Mississippi Power agreed to retire, repower with natural gas, or convert to an alternative non-fossil fuel source Plant Sweatt Units 1 and 2 (80 MWs) no later than December 2018. Mississippi Power also agreed that it would cease burning coal or other solid fuel at Plant Watson Units 4 and 5 (750 MWs) and begin operating those units solely on natural gas no later than April 2015 (which occurred on April 16, 2015), and cease burning coal and other solid fuel at Plant Greene County Units 1 and 2 (200 MWs) and begin operating those units solely on natural gas no later than April 2016.

For information regarding Mississippi Power's construction of the Kemper IGCC, see MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Integrated Coal Gasification Combined Cycle" of Mississippi Power in Item 7 herein and Note 3 to the financial statements of Southern Company and Mississippi Power under "Integrated Coal Gasification Combined Cycle" in Item 8 herein.

The ultimate outcome of these matters cannot be determined at this time.

Employee Relations

The Southern Company system had a total of 26,703 employees on its payroll at December 31, 2015.

	Employees at December 31, 2015
Alabama Power	6,986
Georgia Power	7,989
Gulf Power	1,391
Mississippi Power	1,478
SCS	4,609
Southern Nuclear	4,012
Southern Power*	0
Other	238
Total	26,703

* Southern Power has no employees. Southern Power has agreements with SCS and the traditional operating companies whereby employee services are rendered at amounts in compliance with FERC regulations.

The traditional operating companies have separate agreements with local unions of the IBEW generally covering wages, working conditions, and procedures for handling grievances and arbitration. These agreements apply with certain exceptions to operating, maintenance, and construction employees.

Alabama Power has agreements with the IBEW in effect through August 15, 2019. Upon notice given at least 60 days prior to that date, negotiations may be initiated with respect to agreement terms to be effective after such date.

Georgia Power has an agreement with the IBEW covering wages and working conditions, which is in effect through June 30, 2016.

Gulf Power has an agreement with the IBEW covering wages and working conditions, which is in effect through April 15, 2019. Upon notice given at least 60 days prior to that date, negotiations may be initiated with respect to agreement terms to be effective after such date.

I-15

Table of Contents

Index to Financial Statements

Mississippi Power has an agreement with the IBEW covering wages and working conditions, which is in effect through May 1, 2019. In 2013, Mississippi Power signed a separate agreement with the IBEW related solely to the Kemper IGCC, which is in effect through March 15, 2021.

Southern Nuclear has an agreement with the IBEW covering certain employees at Plants Hatch and Vogtle which is in effect through June 30, 2016. A five-year agreement between Southern Nuclear and the IBEW representing certain employees at Plant Farley is in effect through August 15, 2019. Upon notice given at least 60 days prior to that date, negotiations may be initiated with respect to agreement terms to be effective after such date.

The agreements also make the terms of the pension plans for the companies discussed above subject to collective bargaining with the unions at either a five-year or a 10-year cycle, depending upon union and company actions.

I-16

Table of Contents

Index to Financial Statements

Item 1A. RISK FACTORS

In addition to the other information in this Form 10-K, including MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL in Item 7 of each registrant, and other documents filed by Southern Company and/or its subsidiaries with the SEC from time to time, the following factors should be carefully considered in evaluating Southern Company and its subsidiaries. Such factors could affect actual results and cause results to differ materially from those expressed in any forward-looking statements made by, or on behalf of, Southern Company and/or its subsidiaries.

UTILITY REGULATORY, LEGISLATIVE, AND LITIGATION RISKS

Southern Company and its subsidiaries are subject to substantial governmental regulation. Compliance with current and future regulatory requirements and procurement of necessary approvals, permits, and certificates may result in substantial costs to Southern Company and its subsidiaries.

Southern Company and its subsidiaries, including the traditional operating companies and Southern Power, are subject to substantial regulation from federal, state, and local regulatory agencies. Southern Company and its subsidiaries are required to comply with numerous laws and regulations and to obtain numerous permits, approvals, and certificates from the governmental agencies that regulate various aspects of their businesses, including rates and charges, service regulations, retail service territories, sales of securities, incurrence of indebtedness, asset acquisitions and sales, accounting and tax policies and practices, physical security and cyber-security policies and practices, and the construction and operation of fossil-fuel, nuclear, hydroelectric, solar, wind, and biomass generating facilities, as well as transmission and distribution facilities. For example, the respective state PSCs must approve the traditional operating companies' requested rates for retail customers. The traditional operating companies seek to recover their costs (including a reasonable return on invested capital) through their retail rates, and there can be no assurance that a state PSC, in a future rate proceeding, will not alter the timing or amount of certain costs for which recovery is allowed or modify the current authorized rate of return. Additionally, the rates charged to wholesale customers by the traditional operating companies and by Southern Power must be approved by the FERC. These wholesale rates could be affected by changes to Southern Power's ability to conduct business pursuant to FERC market-based rate authority. The FERC rules related to retaining the authority to sell electricity at market-based rates in the wholesale markets are important for the traditional operating companies and Southern Power if they are to remain competitive in the wholesale markets in which they operate.

The impact of any future revision or changes in interpretations of existing regulations or the adoption of new laws and regulations applicable to Southern Company or any of its subsidiaries cannot now be predicted. Changes in regulation or the imposition of additional regulations could influence the operating environment of Southern Company and its subsidiaries and may result in substantial costs or otherwise negatively affect their results of operations.

The Southern Company system's costs of compliance with environmental laws are significant. The costs of compliance with current and future environmental laws, including laws and regulations designed to address air quality, water, CCR, global climate change, and other matters and the incurrence of environmental liabilities could negatively impact the net income, cash flows, and financial condition of Southern Company, the traditional operating companies, and/or Southern Power.

The Southern Company system is subject to extensive federal, state, and local environmental requirements which, among other things, regulate air emissions, water usage and discharges, and the management and disposal of waste in order to adequately protect the environment. Compliance with these environmental requirements requires the traditional operating companies and Southern Power to commit significant expenditures for installation of pollution control equipment, environmental monitoring, emissions fees, and permits at substantially all of their respective facilities. Southern Company, the traditional operating companies, and Southern Power expect that these expenditures will continue to be significant in the future.

On October 23, 2015, the EPA published two final actions that would limit CO₂ emissions from fossil fuel-fired electric generating units. One of the final actions contains specific emission standards governing CO₂ emissions from new, modified, and reconstructed units. The other final action, known as the Clean Power Plan, establishes guidelines for states to develop plans to meet EPA-mandated CO₂ emission rates for existing units. The EPA's final guidelines

require state plans to meet interim CO₂ performance rates between 2022 and 2029 and final rates in 2030 and thereafter. The proposed guidelines and standards could result in operational restrictions and material compliance costs, including capital expenditures, which could affect future unit retirement and replacement decisions. On February 9, 2016, the U.S. Supreme Court granted a stay of the Clean Power Plan, pending disposition of petitions for its review with the courts. The stay will remain in effect through the resolution of the litigation, whether resolved in the D.C. Circuit or the Supreme Court.

Costs associated with these actions could be significant to the utility industry and the Southern Company system. However, the ultimate financial and operational impact of the final rules on the Southern Company system cannot be determined at this time

I-17

Table of Contents

Index to Financial Statements

and will depend upon numerous factors, including the Southern Company system's ongoing review of the final rules; the outcome of legal challenges, including legal challenges filed by the traditional operating companies; individual state implementation of the EPA's final guidelines, including the potential that state plans impose different standards; additional rulemaking activities in response to legal challenges and related court decisions; the impact of future changes in generation and emissions-related technology and costs; the impact of future decisions regarding unit retirement and replacement, including the type and amount of any such replacement capacity; and the time periods over which compliance will be required.

The EPA has adopted and is in the process of implementing regulations governing air quality, including the emission of nitrogen oxide, sulfur dioxide, fine particulate matter, ozone, mercury, and other air pollutants under the Clean Air Act. In addition, the EPA has finalized regulations governing cooling water intake structures, effluent guidelines for steam electric generating plants, and amending the definition of Waters of the United States under the Clean Water Act. The EPA has also finalized regulations governing the disposal of CCR, including coal ash and gypsum, in landfills and surface impoundments at active power generation plants.

Existing environmental laws and regulations may be revised or new laws and regulations related to air quality, water, CCR, global climate change, endangered species, or other environmental and health concerns may be adopted or become applicable to the traditional operating companies and/or Southern Power.

The Southern Company system's ultimate environmental compliance strategy, including potential unit retirement and replacement decisions, and future environmental capital expenditures will be affected by the final requirements of new or revised environmental regulations; the time periods over which compliance with regulations is required; individual state implementation of regulations, as applicable; the outcome of any legal challenges to the environmental rules and any additional rulemaking activities in response to legal challenges and court decisions; the cost, availability, and existing inventory of emissions allowances; the impact of future changes in generation and emissions-related technology and costs; and the fuel mix of the electric utilities. Compliance costs may arise from existing unit retirements, installation of additional environmental controls, upgrades to the transmission system, closure and monitoring of CCR facilities, and adding or changing fuel sources for certain existing units. Environmental compliance spending over the next several years may differ materially from the amounts estimated. Such expenditures could affect unit retirement and replacement decisions and results of operations, cash flows, and financial condition if such costs are not recovered on a timely basis through regulated rates or long-term wholesale agreements for the traditional operating companies or market-based rates for Southern Power. Further, higher costs that are recovered through regulated rates could contribute to reduced demand for electricity, which could negatively affect results of operations, cash flows, and financial condition. Additionally, if Southern Company, any traditional operating company, or Southern Power fails to comply with environmental laws and regulations, even if caused by factors beyond its control, that failure may result in the assessment of civil or criminal penalties and fines and/or remediation costs.

Litigation over environmental issues and claims of various types, including property damage, personal injury, common law nuisance, and citizen enforcement of environmental requirements such as air quality and water standards, has occurred throughout the U.S. This litigation has included claims for damages alleged to have been caused by CO₂ and other emissions, CCR, and alleged exposure to hazardous materials, and/or requests for injunctive relief in connection with such matters.

The ultimate cost impact of proposed and final legislation and regulations and litigation are likely to result in significant additional costs and could result in additional operating restrictions.

The net income of Southern Company, the traditional operating companies, and Southern Power could be negatively impacted by changes in regulations related to transmission planning processes and competition in the wholesale electric markets.

The traditional operating companies currently own and operate transmission facilities as part of a vertically integrated utility. A small percentage of transmission revenues are collected through the wholesale electric tariff but the majority of transmission revenues are collected through retail rates. FERC rules pertaining to regional transmission planning and cost allocation present challenges to transmission planning and the wholesale market structure in the Southeast.

The key impacts of these rules include:

- possible disruption of the integrated resource planning processes within the states in the Southern Company system's service territory;

- delays and additional processes for developing transmission plans; and

- possible impacts on state jurisdiction of approving, certifying, and pricing new transmission facilities.

The FERC rules related to transmission are intended to spur the development of new transmission infrastructure to promote and encourage the integration of renewable sources of supply as well as facilitate competition in the wholesale market by providing more choices to wholesale power customers. In addition to the impacts on transactions contemplating physical delivery of energy, financial laws and regulations also impact power hedging and trading based on futures contracts and derivatives that are

I-18

Table of Contents

Index to Financial Statements

traded on various commodities exchanges as well as over-the-counter. Finally, technology changes in the power and fuel industries continue to create significant impacts to wholesale transaction cost structures. Southern Company, the traditional operating companies, and Southern Power cannot predict the impact of these and other such developments, nor can they predict the effect of changes in levels of wholesale supply and demand, which are typically driven by factors beyond their control. The financial condition, net income, and cash flows of Southern Company, the traditional operating companies, and Southern Power could be adversely affected by these and other changes.

The traditional operating companies and Southern Power could be subject to higher costs as a result of implementing and maintaining compliance with the North American Electric Reliability Corporation mandatory reliability standards along with possible associated penalties for non-compliance.

Owners and operators of bulk power systems, including the traditional operating companies, are subject to mandatory reliability standards enacted by the North American Electric Reliability Corporation and enforced by the FERC. Compliance with or changes in the mandatory reliability standards may subject the traditional operating companies, Southern Power, and Southern Company to higher operating costs and/or increased capital expenditures. If any traditional operating company or Southern Power is found to be in noncompliance with the mandatory reliability standards, such traditional operating company or Southern Power could be subject to sanctions, including substantial monetary penalties.

OPERATIONAL RISKS

The financial performance of Southern Company and its subsidiaries may be adversely affected if the subsidiaries are unable to successfully operate their facilities or perform certain corporate functions.

The financial performance of Southern Company and its subsidiaries depends on the successful operation of its subsidiaries' electric generating, transmission, and distribution facilities and the successful performance of necessary corporate functions. There are many risks that could affect these operations and performance of corporate functions, including:

- operator error or failure of equipment or processes;
- operating limitations that may be imposed by environmental or other regulatory requirements;
- labor disputes;
- terrorist attacks (physical and/or cyber);
- fuel or material supply interruptions;
- transmission disruption or capacity constraints, including with respect to the Southern Company system's transmission facilities and third party transmission facilities;
- compliance with mandatory reliability standards, including mandatory cyber security standards;
- implementation of new technologies;
- information technology system failure;
- cyber intrusion;
- an environmental event, such as a spill or release; and
- catastrophic events such as fires, earthquakes, explosions, floods, droughts, hurricanes, pandemic health events such as influenzas, or other similar occurrences.

A decrease or elimination of revenues from the electric generation, transmission, or distribution facilities or an increase in the cost of operating the facilities would reduce the net income and cash flows and could adversely impact the financial condition of the affected traditional operating company or Southern Power and of Southern Company.

Operation of nuclear facilities involves inherent risks, including environmental, safety, health, regulatory, natural disasters, terrorism, and financial risks, that could result in fines or the closure of the nuclear units owned by Alabama Power or Georgia Power and which may present potential exposures in excess of insurance coverage.

Alabama Power owns, and contracts for the operation of, two nuclear units and Georgia Power holds undivided interests in, and contracts for the operation of, four existing nuclear units. The six existing units are operated by Southern Nuclear and represent approximately 3,680 MWs, or 8%, of the Southern Company system's generation capacity as of December 31, 2015. In addition, these units generated approximately 23% and 25% of the total KWHs generated by Alabama Power and Georgia Power, respectively, in the year ended December 31, 2015. In addition,

Southern Nuclear, on behalf of Georgia Power and the other co-owners, is overseeing the construction of Plant Vogtle Units 3 and 4. Due solely to the increase in nuclear generating capacity, the below risks are expected to increase incrementally once Plant Vogtle Units 3 and 4 are operational. Nuclear

I-19

Table of Contents

Index to Financial Statements

facilities are subject to environmental, safety, health, operational, and financial risks such as:

- the potential harmful effects on the environment and human health and safety resulting from a release of radioactive materials in connection with the operation of nuclear facilities and the storage, handling, and disposal of radioactive material, including spent nuclear fuel;
- uncertainties with respect to the ability to dispose of spent nuclear fuel and the need for longer term on-site storage;
- uncertainties with respect to the technological and financial aspects of decommissioning nuclear plants at the end of licensed lives and the ability to maintain and anticipate adequate capital reserves for decommissioning;
- limitations on the amounts and types of insurance commercially available to cover losses that might arise in connection with the nuclear operations of Alabama Power and Georgia Power or those of other commercial nuclear facility owners in the U.S.;
- potential liabilities arising out of the operation of these facilities;
- significant capital expenditures relating to maintenance, operation, security, and repair of these facilities, including repairs and upgrades required by the NRC;
- the threat of a possible terrorist attack, including a potential cyber security attack; and
- the potential impact of an accident or natural disaster.

It is possible that damages, decommissioning, or other costs could exceed the amount of decommissioning trusts or external insurance coverage, including statutorily required nuclear incident insurance.

The NRC has broad authority under federal law to impose licensing and safety-related requirements for the operation of nuclear generation facilities. In the event of non-compliance with NRC licensing and safety-related requirements, the NRC has the authority to impose fines and/or shut down any unit, depending upon its assessment of the severity of the situation, until compliance is achieved. NRC orders or regulations related to increased security measures and any future safety requirements promulgated by the NRC could require Alabama Power and Georgia Power to make substantial operating and capital expenditures at their nuclear plants. In addition, if a serious nuclear incident were to occur, it could result in substantial costs to Alabama Power or Georgia Power and Southern Company. A major incident at a nuclear facility anywhere in the world could cause the NRC to delay or prohibit construction of new nuclear units or require additional safety measures at new and existing units. Moreover, a major incident at any nuclear facility in the U.S., including facilities owned and operated by third parties, could require Alabama Power and Georgia Power to make material contributory payments.

In addition, potential terrorist threats and increased public scrutiny of utilities could result in increased nuclear licensing or compliance costs that are difficult to predict.

Physical or cyber attacks, both threatened and actual, could impact the ability of the traditional operating companies and Southern Power to operate and could adversely affect financial results and liquidity.

The traditional operating companies and Southern Power face the risk of physical and cyber attacks, both threatened and actual, against their respective generation facilities, the transmission and distribution infrastructure used to transport power, and their information technology systems and network infrastructure, which could negatively impact the ability of the traditional operating companies or Southern Power to generate, transport, and deliver power, or otherwise operate their respective facilities in the most efficient manner or at all. In addition, physical or cyber attacks against key suppliers or service providers could have a similar effect on Southern Company and its subsidiaries.

The traditional operating companies and Southern Power operate in a highly regulated industry that requires the continued operation of sophisticated information technology systems and network infrastructure, which are part of an interconnected regional grid. In addition, in the ordinary course of business, the traditional operating companies and Southern Power collect and retain sensitive information including personal identification information about customers and employees and other confidential information. The traditional operating companies and Southern Power face on-going threats to their assets. Despite the implementation of robust security measures, all assets are potentially vulnerable to disability, failures, or unauthorized access due to human error, natural disasters, technological failure, or internal or external physical or cyber attacks. If the traditional operating companies' or Southern Power's assets were to fail, be physically damaged, or be breached and were not recovered in a timely way, the traditional operating companies or Southern Power may be unable to fulfill critical business functions, and sensitive and other data could

be compromised. Any physical security breach, cyber breach or theft, damage, or improper disclosure of sensitive electronic data may also subject the applicable traditional operating company or Southern Power to penalties and claims from regulators or other third parties.

I-20

Table of Contents

Index to Financial Statements

These events could harm the reputation of and negatively affect the financial results of Southern Company, the traditional operating companies, or Southern Power through lost revenues, costs to recover and repair damage, and costs associated with governmental actions in response to such attacks.

The traditional operating companies and Southern Power may not be able to obtain adequate fuel supplies, which could limit their ability to operate their facilities.

The traditional operating companies and Southern Power purchase fuel, including coal, natural gas, uranium, fuel oil, and biomass, from a number of suppliers. Disruption in the delivery of fuel, including disruptions as a result of, among other things, transportation delays, weather, labor relations, force majeure events, or environmental regulations affecting any of these fuel suppliers, could limit the ability of the traditional operating companies and Southern Power to operate certain facilities, which could result in higher fuel and operating costs and potentially reduce the net income of the affected traditional operating company or Southern Power and Southern Company.

The traditional operating companies and Southern Power have become more dependent on natural gas for a portion of their electric generating capacity. In many instances, the cost of purchased power for the traditional operating companies and Southern Power is influenced by natural gas prices. Historically, natural gas prices have been more volatile than prices of other fuels. In recent years, domestic natural gas prices have been depressed by robust supplies, including production from shale gas. These market conditions, together with additional regulation of coal-fired generating units, have increased the traditional operating companies' reliance on natural gas-fired generating units. Natural gas supplies can be subject to disruption in the event production or distribution is curtailed, such as in the event of a hurricane, freezing wells, or a pipeline failure. The availability of shale gas and potential regulations affecting its accessibility may have a material impact on the supply and cost of natural gas.

The traditional operating companies are also dependent on coal for a portion of their electric generating capacity. The traditional operating companies depend on coal supply contracts, and there can be no assurance that the counterparties to these agreements will fulfill their obligations to supply coal to the traditional operating companies. The suppliers under these agreements may experience financial or technical problems that inhibit their ability to fulfill their obligations to the traditional operating companies. In addition, the suppliers under these agreements may not be required to supply coal to the traditional operating companies under certain circumstances, such as in the event of a natural disaster. If the traditional operating companies are unable to obtain their coal requirements under these contracts, the traditional operating companies may be required to purchase their coal requirements at higher prices, which may not be recoverable through rates.

The revenues of Southern Company, the traditional operating companies, and Southern Power depend in part on sales under PPAs. The failure of a counterparty to one of these PPAs to perform its obligations, the failure of the traditional operating companies or Southern Power to satisfy minimum requirements under the PPAs, or the failure to renew the PPAs or successfully remarket the related generating capacity, could have a negative impact on the net income and cash flows of the affected traditional operating company or Southern Power and of Southern Company.

Most of Southern Power's generating capacity has been sold to purchasers under PPAs. Southern Power's top three customers, Georgia Power, Florida Power & Light Company, and Duke Energy Corporation, accounted for 15.8%, 10.7%, and 8.2%, respectively, of Southern Power's total revenues for the year ended December 31, 2015. In addition, the traditional operating companies enter into PPAs with non-affiliated parties. Revenues are dependent on the continued performance by the purchasers of their obligations under these PPAs. The failure of one of the purchasers to perform its obligations could have a negative impact on the net income and cash flows of the affected traditional operating company or Southern Power and of Southern Company. Although the credit evaluations undertaken and contractual protections implemented by Southern Power and the traditional operating companies take into account the possibility of default by a purchaser, actual exposure to a default by a purchaser may be greater than predicted or specified in the applicable contract. Additionally, neither Southern Power nor any traditional operating company can predict whether the PPAs will be renewed at the end of their respective terms or on what terms any renewals may be made. As an example, Gulf Power had long-term sales contracts to cover 100% of its ownership share of Plant Scherer Unit 3 (205 MWs) and these capacity revenues represented 82% of Gulf Power's total wholesale capacity revenues for 2015. Due to the expiration of a wholesale contract at the end of 2015 and future expiration dates of the remaining

wholesale contracts for the unit, Gulf Power currently has contracts to cover 34% of the unit for 2016 and 27% of the unit through 2019. Although Gulf Power is actively evaluating alternatives relating to this asset, including replacement wholesale contracts, the expiration of the contract in 2015 and the scheduled future expiration of the remaining contracts will have a material negative impact on Gulf Power's earnings in 2016 and may continue to have a material negative impact in future years. In addition, the failure of the traditional operating companies or Southern Power to satisfy minimum operational or availability requirements under these PPAs could result in payment of damages or termination of the PPAs.

I-21

Table of Contents

Index to Financial Statements

Changes in technology may make Southern Company's electric generating facilities owned by the traditional operating companies and Southern Power less competitive.

A key element of the business models of Southern Company, the traditional operating companies, and Southern Power is that generating power at central station power plants achieves economies of scale and produces power at a competitive cost. There are distributed generation and storage technologies that produce and store power, including fuel cells, microturbines, wind turbines, solar cells, and batteries. Advances in technology or changes in laws or regulations could reduce the cost of these or other alternative methods of producing power to a level that is competitive with that of most central station power electric production or result in smaller-scale, more fuel efficient, and/or more cost effective distributed generation. Broader use of distributed generation by retail electric customers may also result from customers' changing perceptions of the merits of utilizing existing generation technology or tax or other economic incentives. Additionally, there can be no assurance that a state PSC or legislature will not attempt to modify certain aspects of the traditional operating companies' business as a result of these advances in technology. If these technologies became cost competitive and achieve sufficient scale, the market share of the traditional operating companies and Southern Power could be eroded, and the value of their respective electric generating facilities could be reduced. It is also possible that rapid advances in central station power generation technology could reduce the value of the current electric generating facilities owned by the traditional operating companies and Southern Power. Changes in technology could also alter the channels through which electric customers buy or utilize power, which could reduce the revenues or increase the expenses of Southern Company, the traditional operating companies, or Southern Power. If state PSCs fail to adjust rates to reflect the impact of any changes in loads, increasing self-generation, and the growth of distributed generation, the financial condition, results of operations, and cash flows of Southern Company and the traditional operating companies could be materially adversely affected.

Failure to attract and retain an appropriately qualified workforce could negatively impact Southern Company's and its subsidiaries' results of operations.

Events such as an aging workforce without appropriate replacements, mismatch of skill sets to future needs, or unavailability of contract resources may lead to operating challenges such as lack of resources, loss of knowledge, and a lengthy time period associated with skill development, including with the workforce needs associated with major construction projects and ongoing operations. The Southern Company system's costs, including costs for contractors to replace employees, productivity costs, and safety costs, may rise. Failure to hire and adequately obtain replacement employees, including the ability to transfer significant internal historical knowledge and expertise to the new employees, or the future availability and cost of contract labor may adversely affect Southern Company and its subsidiaries' ability to manage and operate their businesses. If Southern Company and its subsidiaries, including the traditional operating companies, are unable to successfully attract and retain an appropriately qualified workforce, results of operations could be negatively impacted.

CONSTRUCTION RISKS

Southern Company, the traditional operating companies, and/or Southern Power may incur additional costs or delays in the construction of new plants or other facilities and may not be able to recover their investments. Also, existing facilities of the traditional operating companies and Southern Power require ongoing capital expenditures, including those to meet environmental standards.

General

The businesses of the registrants require substantial capital expenditures for investments in new facilities and capital improvements to transmission, distribution, and generation facilities, including those to meet environmental standards. Certain of the traditional operating companies and Southern Power are in the process of constructing new generating facilities and adding environmental controls equipment at existing generating facilities. The Southern Company system intends to continue its strategy of developing and constructing other new facilities, expanding existing facilities, and adding environmental control equipment. These types of projects are long-term in nature and in some cases include the development and construction of facilities with designs that have not been finalized or previously constructed. The completion of these types of projects without delays or significant cost overruns is subject to substantial risks, including:

- shortages and inconsistent quality of equipment, materials, and labor;
- changes in labor costs and productivity;
- work stoppages;
- contractor or supplier delay or non-performance under construction or other agreements or non-performance by other major participants in construction projects;
- delays in or failure to receive necessary permits, approvals, tax credits, and other regulatory authorizations;

I-22

Table of Contents

Index to Financial Statements

- delays associated with start-up activities, including major equipment failure and system integration, and/or operational performance (including additional costs to satisfy any operational parameters ultimately adopted by any PSC);
- operational readiness, including specialized operator training and required site safety programs;
- impacts of new and existing laws and regulations, including environmental laws and regulations;
- the outcome of legal challenges to projects, including legal challenges to regulatory approvals;
- failure to construct in accordance with licensing requirements;
- continued public and policymaker support for such projects;
- adverse weather conditions or natural disasters;
- other unforeseen engineering or design problems;
- changes in project design or scope;
- environmental and geological conditions;
- delays or increased costs to interconnect facilities to transmission grids; and
- unanticipated cost increases, including materials and labor, and increased financing costs as a result of changes in market interest rates or as a result of construction schedule delays.

If a traditional operating company or Southern Power is unable to complete the development or construction of a facility or decides to delay or cancel construction of a facility, it may not be able to recover its investment in that facility and may incur substantial cancellation payments under equipment purchase orders or construction contracts. Even if a construction project is completed, the total costs may be higher than estimated and there is no assurance that the traditional operating company will be able to recover such expenditures through regulated rates. In addition, construction delays and contractor performance shortfalls can result in the loss of revenues and may, in turn, adversely affect the net income and financial position of a traditional operating company or Southern Power and of Southern Company.

Construction delays could result in the loss of otherwise available investment tax credits, production tax credits, and other tax incentives. Furthermore, if construction projects are not completed according to specification, a traditional operating company or Southern Power and Southern Company may incur liabilities and suffer reduced plant efficiency, higher operating costs, and reduced net income.

Once facilities come into commercial operation, ongoing capital expenditures are required to maintain reliable levels of operation. Significant portions of the traditional operating companies' existing facilities were constructed many years ago. Older generation equipment, even if maintained in accordance with good engineering practices, may require significant capital expenditures to maintain efficiency, to comply with changing environmental requirements, or to provide reliable operations.

The two largest construction projects currently underway in the Southern Company system are the construction of Plant Vogtle Units 3 and 4 and the Kemper IGCC. In addition, Southern Power has 691 MWs (based on its equity ownership) of renewable generation under construction at eight project sites.

Plant Vogtle Units 3 and 4 construction

Southern Nuclear, on behalf of Georgia Power and the other co-owners, is overseeing the construction of and will operate Plant Vogtle Units 3 and 4 (each, an approximately 1,100 MW AP1000 nuclear generating unit). Georgia Power owns 45.7% of the new units. The NRC certified the Westinghouse Design Control Document, as amended (DCD), for the AP1000 nuclear reactor design, in late 2011, and issued combined COLs in early 2012. Receipt of the COLs allowed full construction to begin. There have been technical and procedural challenges to the construction and licensing of Plant Vogtle Units 3 and 4, at the federal and state level, and additional challenges may arise as construction proceeds.

Georgia Power is required to file semi-annual Vogtle Construction Monitoring (VCM) reports with the Georgia PSC by February 28 and August 31 each year. If the projected construction capital costs to be borne by Georgia Power increase by 5% above the certified cost or the projected in-service dates are significantly extended, Georgia Power is required to seek an amendment to the Plant Vogtle Units 3 and 4 certificate from the Georgia PSC. In February 2013, Georgia Power requested an amendment to the certificate to increase the estimated in-service capital cost of Plant Vogtle Units 3 and 4 from \$4.4 billion to \$4.8 billion and to extend the estimated in-service dates to the fourth quarter

2017 (from April 2016) and the fourth quarter 2018 (from April 2017) for Plant Vogtle Units 3 and 4, respectively. In October 2013, the Georgia PSC approved a stipulation (2013 Stipulation) between Georgia Power and the Georgia PSC Staff (Staff) to waive the requirement to amend the Plant Vogtle Units 3 and 4 certificate until the completion of Plant Vogtle Unit 3 or earlier if deemed appropriate by the Georgia PSC and Georgia Power.

I-23

Table of ContentsIndex to Financial Statements

On April 15, 2015, the Georgia PSC issued a procedural order in connection with the twelfth VCM report, which included a requested amendment (Requested Amendment) to the Plant Vogtle Units 3 and 4 certificate to reflect the Contractor's revised forecast for completion of Plant Vogtle Units 3 and 4 (second quarter of 2019 and second quarter of 2020, respectively) as well as additional estimated Vogtle Owner's costs, of approximately \$10 million per month, including property taxes, oversight costs, compliance costs, and other operational readiness costs to include the estimated Vogtle Owner's costs associated with the proposed 18-month Contractor delay and to increase the estimated total in-service capital cost of Plant Vogtle Units 3 and 4 to \$5.0 billion. Pursuant to the Georgia PSC's procedural order, the Georgia PSC deemed the Requested Amendment unnecessary and withdrawn until the completion of construction of Plant Vogtle Unit 3 consistent with the 2013 Stipulation. The Georgia PSC recognized that the certified cost and the 2013 Stipulation do not constitute a cost recovery cap.

In 2012, the Vogtle Owners and the Contractor commenced litigation (Vogtle Construction Litigation) regarding the costs associated with design changes to the DCD and the delays in the timing of approval of the DCD and issuance of the COLs, including the assertion by the Contractor that the Vogtle Owners are responsible for these costs under the terms of the engineering, procurement, and construction contract between the Vogtle Owners and the Contractor (Vogtle 3 and 4 Agreement).

On December 31, 2015, Westinghouse and the Vogtle Owners entered into a definitive settlement agreement (Contractor Settlement Agreement) to resolve disputes between the Vogtle Owners and the Contractor under the Vogtle 3 and 4 Agreement, including the Vogtle Construction Litigation. Effective December 31, 2015, Georgia Power, acting for itself and as agent for the other Vogtle Owners, and the Contractor entered into an amendment to the Vogtle 3 and 4 Agreement to implement the Contractor Settlement Agreement. The Contractor Settlement Agreement and the related amendment to the Vogtle 3 and 4 Agreement (i) restrict the Contractor's ability to seek further increases in the contract price by clarifying and limiting the circumstances that constitute nuclear regulatory changes in law; (ii) provide for enhanced dispute resolution procedures; (iii) revise the guaranteed substantial completion dates to match the current estimated in-service dates of June 30, 2019 for Unit 3 and June 30, 2020 for Unit 4; (iv) provide that delay liquidated damages will now commence from the current estimated nuclear fuel loading date for each unit, which is December 31, 2018 for Unit 3 and December 31, 2019 for Unit 4, rather than the original guaranteed substantial completion dates under the Vogtle 3 and 4 Agreement; and (v) provide that Georgia Power, based on its ownership interest, will pay to the Contractor and capitalize to the project cost approximately \$350 million, of which approximately \$120 million has been paid previously under the dispute resolution procedures of the Vogtle 3 and 4 Agreement. Further, subsequent to December 31, 2015, Georgia Power paid approximately \$121 million under the terms of the Contractor Settlement Agreement. In addition, the Contractor Settlement Agreement provides for the resolution of other open existing items relating to the scope of the project under the Vogtle 3 and 4 Agreement, including cyber security, for which costs were reflected in Georgia Power's previously disclosed in-service cost estimate. Further, as part of the settlement: (i) Westinghouse has engaged Fluor Enterprises, Inc., a subsidiary of Fluor Corporation, as a new construction subcontractor; and (ii) the Vogtle Owners, Chicago Bridge & Iron Company N.V., and The Shaw Group Inc. have entered into mutual releases of any and all claims arising out of events or circumstances in connection with the construction of Plant Vogtle Units 3 and 4 that occurred on or before the date of the Contractor Settlement Agreement. On January 5, 2016, the Vogtle Construction Litigation was dismissed with prejudice.

On January 21, 2016, Georgia Power submitted the Contractor Settlement Agreement and the related amendment to the Vogtle 3 and 4 Agreement to the Georgia PSC for its review. On February 2, 2016, the Georgia PSC ordered Georgia Power to file supplemental information by April 5, 2016 in support of the Contractor Settlement Agreement and Georgia Power's position that all construction costs to date have been prudently incurred and that the current estimated in-service capital cost and schedule are reasonable. Following Georgia Power's filing under the order, the Staff will conduct a review of all costs incurred related to Plant Vogtle Units 3 and 4, the schedule for completion of Plant Vogtle Units 3 and 4, and the Contractor Settlement Agreement and the Staff is authorized to engage in related settlement discussions with Georgia Power and any intervenors.

The order provides that the Staff is required to report to the Georgia PSC by October 5, 2016 with respect to the status of its review and any settlement-related negotiations. If a settlement with the Staff is reached with respect to costs of Plant Vogtle Units 3 and 4, the Georgia PSC will then conduct a hearing to consider whether to approve that settlement. If a settlement with the Staff is not reached, the Georgia PSC will determine how to proceed, including (i) modifying the 2013 Stipulation, (ii) directing Georgia Power to file a request for an amendment to the certificate for Plant Vogtle Units 3 and 4, (iii) issuing a scheduling order to address remaining disputed issues, or (iv) taking any other option within its authority.

The Georgia PSC has approved thirteen VCM reports covering the periods through June 30, 2015, including construction capital costs incurred, which through that date totaled \$3.1 billion. On February 26, 2016, Georgia Power filed its fourteenth VCM report with the Georgia PSC covering the period from July 1 through December 31, 2015. The fourteenth VCM report does not include a requested amendment to the certified cost of Plant Vogtle Units 3 and 4. Georgia Power is requesting approval of \$160 million of construction capital costs incurred during that period. Georgia Power anticipates to incur average financing costs of approximately \$27 million per month from January 2016 until Plant Vogtle Units 3 and 4 are placed in

I-24

Table of ContentsIndex to Financial Statements

service. The updated in-service capital cost forecast is \$5.44 billion and includes costs related to the Contractor Settlement Agreement. Estimated financing costs during the construction period total approximately \$2.4 billion. Georgia Power's CWIP balance for Plant Vogtle Units 3 and 4 was approximately \$3.6 billion as of December 31, 2015.

Processes are in place that are designed to assure compliance with the requirements specified in the DCD and the COLs, including inspections by Southern Nuclear and the NRC that occur throughout construction. As a result of such compliance processes, certain license amendment requests have been filed and approved or are pending before the NRC. Various design and other licensing-based compliance issues may arise as construction proceeds, which may result in additional license amendments or require other resolution. If any license amendment requests or other licensing-based compliance issues are not resolved in a timely manner, there may be delays in the project schedule that could result in increased costs either to the Vogtle Owners or the Contractor or to both.

As construction continues, the risk remains that challenges with Contractor performance including fabrication, assembly, delivery, and installation of the shield building and structural modules, delays in the receipt of the remaining permits necessary for the operation of Plant Vogtle Units 3 and 4, or other issues could arise and may further impact project schedule and cost. In addition, the Internal Revenue Service allocated production tax credits to each of Plant Vogtle Units 3 and 4, which require the applicable unit to be placed in service before 2021.

Future claims by the Contractor or Georgia Power (on behalf of the Vogtle Owners) could arise throughout construction. These claims may be resolved through formal and informal dispute resolution procedures under the Vogtle 3 and 4 Agreement and, under the enhanced dispute resolution procedures, may be resolved through litigation after the completion of nuclear fuel load for both units.

Kemper IGCC construction

In 2012, the Mississippi PSC issued a detailed order confirming the CPCN originally approved by the Mississippi PSC in 2010 authorizing the acquisition, construction, and operation of the Kemper IGCC (2012 MPSC CPCN Order). The certificated cost estimate of the Kemper IGCC included in the 2012 MPSC CPCN Order was \$2.4 billion, net of \$245 million of DOE Grants and excluding the cost of the lignite mine and equipment, the cost of the CO₂ pipeline facilities, and AFUDC related to the Kemper IGCC. The 2012 MPSC CPCN Order approved a construction cost cap of up to \$2.88 billion, with recovery of prudently-incurred costs subject to approval by the Mississippi PSC. The Kemper IGCC was originally projected to be placed in service in May 2014. Mississippi Power placed the combined cycle and the associated common facilities portion of the Kemper IGCC in service using natural gas in August 2014 and currently expects to place the remainder of the Kemper IGCC, including the gasifier and the gas clean-up facilities, in service during the third quarter 2016.

Mississippi Power does not intend to seek rate recovery for any costs related to the construction of the Kemper IGCC that exceed the \$2.88 billion cost cap, net of the DOE Grants and excluding the cost of the lignite mine and equipment, the cost of the CO₂ pipeline facilities, AFUDC, and certain general exceptions, including change of law, force majeure, and beneficial capital (which exists when Mississippi Power demonstrates that the purpose and effect of the construction cost increase is to produce efficiencies that will result in a neutral or favorable effect on customers relative to the original proposal for the CPCN) (Cost Cap Exceptions). Southern Company and Mississippi Power recorded pre-tax charges to income for revisions to the cost estimate above the cost cap of \$365 million (\$226 million after tax), \$868 million (\$536 million after tax), and \$1.1 billion (\$681 million after tax) in 2015, 2014, and 2013, respectively. The increases to the cost estimate in 2015 primarily reflect costs for the extension of the Kemper IGCC's projected in-service date through August 31, 2016, increased efforts related to scope modifications, additional labor costs in support of start-up and operational readiness activities, and system repairs and modifications after startup testing and commissioning activities identified necessary remediation of equipment installation, fabrication, and design issues, including the refractory lining inside the gasifiers; the lignite feed and dryer systems; and the syngas cooler vessels.

Any extension of the in-service date beyond August 31, 2016 is currently estimated to result in additional base costs of approximately \$25 million to \$35 million per month, which includes maintaining necessary levels of start-up labor, materials, and fuel, as well as operational resources required to execute start-up and commissioning activities.

However, additional costs may be required for remediation of any further equipment and/or design issues identified. Any extension of the in-service date with respect to the Kemper IGCC beyond August 31, 2016 would also increase costs for the Cost Cap Exceptions, which are not subject to the \$2.88 billion cost cap established by the Mississippi PSC. These costs include AFUDC, which is currently estimated to total approximately \$13 million per month, as well as carrying costs and operating expenses on Kemper IGCC assets placed in service and consulting and legal fees of approximately \$2 million per month.

Mississippi Power's analysis of the time needed to complete the start-up and commissioning activities for the Kemper IGCC will continue until the remaining Kemper IGCC assets are placed in service. Further cost increases and/or extensions of the in-service date with respect to the Kemper IGCC may result from factors including, but not limited to, labor costs and productivity, adverse weather conditions, shortages and inconsistent quality of equipment, materials, and labor, contractor or

I-25

Table of ContentsIndex to Financial Statements

supplier delay, non-performance under operating or other agreements, operational readiness, including specialized operator training and required site safety programs, unforeseen engineering or design problems, start-up activities for this first-of-a-kind technology (including major equipment failure and system integration), and/or operational performance (including additional costs to satisfy any operational parameters ultimately adopted by the Mississippi PSC). In subsequent periods, any further changes in the estimated costs to complete construction and start-up of the Kemper IGCC subject to the \$2.88 billion cost cap, net of the DOE Grants and excluding the Cost Cap Exceptions, will be reflected in Southern Company's and Mississippi Power's statements of operations and these changes could be material.

In January 2013, Mississippi Power entered into a settlement agreement with the Mississippi PSC that was intended to establish the process for resolving matters regarding cost recovery related to the Kemper IGCC (2013 Settlement Agreement). Under the 2013 Settlement Agreement, Mississippi Power agreed to limit the portion of prudently-incurred Kemper IGCC costs to be included in retail rate base to the \$2.4 billion certificated cost estimate, plus the Cost Cap Exceptions, but excluding AFUDC, and any other costs permitted or determined to be excluded from the \$2.88 billion cost cap by the Mississippi PSC. In March 2013, the Mississippi PSC issued a rate order approving retail rate increases of 15% effective March 19, 2013 and 3% effective January 1, 2014, which collectively were designed to collect \$156 million annually beginning in 2014 (2013 MPSC Rate Order) to be used to mitigate customer rate impacts after the Kemper IGCC is placed in service.

On February 12, 2015, the Mississippi Supreme Court (Court) issued its decision in the legal challenge to the 2013 MPSC Rate Order. The Court reversed the 2013 MPSC Rate Order based on, among other things, its findings that (1) the rate treatment was not provided for under the Baseload Act and (2) the Mississippi PSC should have determined the prudence of Kemper IGCC costs before approving rate recovery through the 2013 MPSC Rate Order. The Court also found the 2013 Settlement Agreement unenforceable due to a lack of public notice for the related proceedings. On July 7, 2015, the Mississippi PSC ordered that the rates be terminated effective July 20, 2015 and required the fourth quarter 2015 refund of the \$342 million collected under the 2013 MPSC Rate Order, along with associated carrying costs of \$29 million.

As a result of the 2015 Court decision, on July 10, 2015, Mississippi Power filed a request for interim rates with the Mississippi PSC which presented an alternative rate proposal (In-Service Asset Proposal) for consideration by the Mississippi PSC. The In-Service Asset Proposal was based upon the test period of June 2015 to May 2016, was designed to recover Mississippi Power's costs associated with the Kemper IGCC assets that are commercially operational and currently providing service to customers (the transmission facilities, combined cycle, natural gas pipeline, and water pipeline) and other related costs, and was designed to collect approximately \$159 million annually. On August 13, 2015, the Mississippi PSC approved the implementation of interim rates that became effective with the first billing cycle in September, subject to refund and certain other conditions.

On December 3, 2015, the Mississippi PSC issued an order (In-Service Asset Rate Order) adopting in full a stipulation (the 2015 Stipulation) entered into between Mississippi Power and the Mississippi Public Utilities Staff regarding the In-Service Asset Proposal. Consistent with the 2015 Stipulation, the In-Service Asset Rate Order provides for retail rate recovery of an annual revenue requirement of approximately \$126 million, based on Mississippi Power's actual average capital structure, with a maximum common equity percentage of 49.733%, a 9.225% return on common equity, and actual embedded interest costs during the test period. The In-Service Asset Rate Order also includes a prudence finding of all costs in the stipulated revenue requirement calculation for the in-service assets.

With implementation of the new rate on December 17, 2015, the interim rates were terminated and Mississippi Power recorded a customer refund of approximately \$11 million in December 2015 for the difference between the interim rates collected and the permanent rates. The refund is required to be completed by March 16, 2016.

Pursuant to the In-Service Asset Rate Order, Mississippi Power is required to file a subsequent rate request within 18 months. As part of the filing, Mississippi Power expects to request recovery of certain costs that the Mississippi PSC had excluded from the revenue requirement calculation.

On February 25, 2016, Greenleaf CO2 Solutions, LLC filed a notice of appeal of the In-Service Asset Rate Order with the Court. Mississippi Power believes the appeal has no merit; however, an adverse outcome in this appeal could have

a material impact on Southern Company's results of operations. The ultimate outcome of this matter cannot be determined at this time.

Legislation to authorize a multi-year rate plan and legislation to provide for alternate financing through securitization of up to \$1.0 billion of prudently-incurred costs was enacted into law in 2013. Mississippi Power expects to securitize prudently-incurred qualifying facility costs in excess of the certificated cost estimate of \$2.4 billion. Qualifying facility costs include, but are not limited to, pre-construction costs, construction costs, regulatory costs, and accrued AFUDC.

In 2010 and as amended in 2012, Mississippi Power and SMEPA entered into an agreement whereby SMEPA agreed to purchase a 15% undivided interest in the Kemper IGCC. On May 20, 2015, SMEPA notified Mississippi Power that it was terminating the agreement. Mississippi Power had previously received a total of \$275 million of deposits from SMEPA that were returned by Southern Company to SMEPA, with interest of approximately \$26 million, on June 3, 2015, as a result of the

I-26

Table of ContentsIndex to Financial Statements

termination, pursuant to its guarantee obligation. Subsequently, Mississippi Power issued a promissory note in the aggregate principal amount of approximately \$301 million to Southern Company, which matures December 1, 2017. The In-Service Asset Proposal and the related rates approved by the Mississippi PSC excluded any costs associated with the 15% undivided interest. Mississippi Power continues to evaluate its alternatives with respect to its investment and the related costs associated with the 15% undivided interest.

Mississippi Power expects to seek additional rate relief to address recovery of the remaining Kemper IGCC assets. In addition to current estimated costs at December 31, 2015 of \$6.63 billion, Mississippi Power anticipates that it will incur additional costs after the Kemper IGCC in-service date until the Kemper IGCC cost recovery approach is finalized. These costs include, but are not limited to, regulatory costs and additional carrying costs which could be material. Recovery of these costs would be subject to approval by the Mississippi PSC.

Mississippi Power also expects the Mississippi PSC to apply operational parameters in connection with future proceedings related to the operation of the Kemper IGCC. To the extent the Mississippi PSC determines the Kemper IGCC does not meet the operational parameters ultimately adopted by the Mississippi PSC or Mississippi Power incurs additional costs to satisfy such parameters, there could be a material adverse impact on Mississippi Power's financial statements.

Mississippi Power has entered into agreements with Denbury Onshore (Denbury), a subsidiary of Denbury Resources Inc., and Treetop Midstream Services, LLC (Treetop), an affiliate of Tellus Operating Group, LLC and a subsidiary of Tengrys, LLC, pursuant to which Denbury will purchase 70% of the CO₂ captured from the Kemper IGCC and Treetop will purchase 30% of the CO₂ captured from the Kemper IGCC. The agreements with Denbury and Treetop provide Denbury and Treetop with termination rights as Mississippi Power has not satisfied its contractual obligation to deliver captured CO₂ by May 11, 2015. Since May 11, 2015, Mississippi Power has been engaged in ongoing discussions with its off-takers regarding the status of the CO₂ delivery schedule as well as other issues related to the CO₂ agreements. As a result of discussions with Treetop, on August 3, 2015, Mississippi Power agreed to amend certain provisions of their agreement that do not affect pricing or minimum purchase quantities. Potential requirements imposed on CO₂ off-takers under the Clean Power Plan (if ultimately enacted in its current form, pending resolution of litigation) and the potential adverse financial impact of low oil prices on the off-takers increase the risk that the CO₂ contracts may be terminated or materially modified. Any termination or material modification of these agreements could result in a material reduction in Mississippi Power's revenues to the extent Mississippi Power is not able to enter into other similar contractual arrangements. Additionally, if the contracts remain in place, sustained oil price reductions could result in significantly lower revenues than Mississippi Power forecasted to be available to offset customer rate impacts, which could have a material impact on Mississippi Power's financial statements. The ultimate outcome of these matters, including the resolution of legal challenges, determinations of prudence, and the specific manner of recovery of prudently-incurred costs, is subject to further regulatory actions and cannot be determined at this time.

FINANCIAL, ECONOMIC, AND MARKET RISKS

The generation operations and energy marketing operations of Southern Company, the traditional operating companies, and Southern Power are subject to risks, many of which are beyond their control, including changes in power prices and fuel costs, which may reduce Southern Company's, the traditional operating companies', and/or Southern Power's revenues and increase costs.

The generation operations and energy marketing operations of the Southern Company system are subject to changes in power prices and fuel costs, which could increase the cost of producing power or decrease the amount received from the sale of power. The market prices for these commodities may fluctuate significantly over relatively short periods of time. Among the factors that could influence power prices and fuel costs are:

- prevailing market prices for coal, natural gas, uranium, fuel oil, biomass, and other fuels used in the generation facilities of the traditional operating companies and Southern Power, including associated transportation costs, and supplies of such commodities;
- demand for energy and the extent of additional supplies of energy available from current or new competitors;
- liquidity in the general wholesale electricity market;

- weather conditions impacting demand for electricity;
- seasonality;
- transmission or transportation constraints, disruptions, or inefficiencies;
- availability of competitively priced alternative energy sources;

I-27

Table of Contents

Index to Financial Statements

forced or unscheduled plant outages for the Southern Company system, its competitors, or third party providers;
 the financial condition of market participants;
 the economy in the service territory, the nation, and worldwide, including the impact of economic conditions on demand for electricity and the demand for fuels;
 natural disasters, wars, embargos, acts of terrorism, and other catastrophic events; and
 federal, state, and foreign energy and environmental regulation and legislation.

Certain of these factors could increase the expenses of the traditional operating companies or Southern Power and Southern Company. For the traditional operating companies, such increases may not be fully recoverable through rates. Other of these factors could reduce the revenues of the traditional operating companies or Southern Power and Southern Company.

Historically, the traditional operating companies from time to time have experienced underrecovered fuel cost balances and may experience such balances in the future. While the traditional operating companies are generally authorized to recover fuel costs through fuel cost recovery clauses, recovery may be denied if costs are deemed to be imprudently incurred, and delays in the authorization of such recovery could negatively impact the cash flows of the affected traditional operating company and Southern Company.

Southern Company, the traditional operating companies, and Southern Power are subject to risks associated with a changing economic environment, customer behaviors, including increased energy conservation, and adoption patterns of technologies by the customers of the traditional operating companies and Southern Power.

The consumption and use of energy are fundamentally linked to economic activity. This relationship is affected over time by changes in the economy, customer behaviors, and technologies. Any economic downturn could negatively impact customer growth and usage per customer, thus reducing the sales of electricity and revenues. Additionally, any economic downturn or disruption of financial markets, both nationally and internationally, could negatively affect the financial stability of customers and counterparties of the traditional operating companies and Southern Power. Outside of economic disruptions, changes in customer behaviors in response to energy efficiency programs, changing conditions and preferences or changes in the adoption of technologies could affect the relationship of economic activity to the consumption of electricity.

Both federal and state programs exist to influence how customers use energy, and several of the traditional operating companies have PSC mandates to promote energy efficiency. Conservation programs could impact the financial results of Southern Company, the traditional operating companies, and Southern Power in different ways. For example, if any traditional operating company is required to invest in conservation measures that result in reduced sales from effective conservation, regulatory lag in adjusting rates for the impact of these measures could have a negative financial impact on such traditional operating company and Southern Company. Customers could also voluntarily reduce their consumption of electricity in response to decreases in their disposable income, increases in energy prices, or individual conservation efforts.

In addition, the adoption of technology by customers can have both positive and negative impacts on sales. Many new technologies utilize less energy than in the past. However, new electric technologies such as electric vehicles can create additional demand. There can be no assurance that the Southern Company system's planning processes will appropriately estimate and incorporate the impacts of changes in customer behavior, state and federal programs, PSC mandates, and technology.

All of the factors discussed above could adversely affect Southern Company's, the traditional operating companies', and/or Southern Power's results of operations, financial condition, and liquidity.

The operating results of Southern Company, the traditional operating companies, and Southern Power are affected by weather conditions and may fluctuate on a seasonal and quarterly basis. In addition, significant weather events, such as hurricanes, tornadoes, floods, droughts, and winter storms, could result in substantial damage to or limit the operation of the properties of the traditional operating companies and/or Southern Power and could negatively impact results of operation, financial condition, and liquidity.

Electric power supply is generally a seasonal business. In many parts of the country, demand for power peaks during the summer months, with market prices also peaking at that time. In other areas, power demand peaks during the

winter. As a result, the overall operating results of Southern Company, the traditional operating companies, and Southern Power may fluctuate substantially on a seasonal basis. In addition, the traditional operating companies and Southern Power have historically sold less power when weather conditions are milder. Unusually mild weather in the future could reduce the revenues, net income, and available cash of Southern Company, the traditional operating companies, and/or Southern Power.

In addition, volatile or significant weather events could result in substantial damage to the transmission and distribution lines of

I-28

Table of Contents

Index to Financial Statements

the traditional operating companies and the generating facilities of the traditional operating companies and Southern Power. The traditional operating companies and Southern Power have significant investments in the Atlantic and Gulf Coast regions and Southern Power has wind investments in Oklahoma which could be subject to major storm activity. Further, severe drought conditions can reduce the availability of water and restrict or prevent the operation of certain generating facilities.

In the event a traditional operating company experiences any of these weather events or any natural disaster or other catastrophic event, recovery of costs in excess of reserves and insurance coverage is subject to the approval of its state PSC. Historically, the traditional operating companies from time to time have experienced deficits in their storm cost recovery reserve balances and may experience such deficits in the future. Any denial by the applicable state PSC or delay in recovery of any portion of such costs could have a material negative impact on a traditional operating company's and Southern Company's results of operations, financial condition, and liquidity.

In addition, damages resulting from significant weather events within the service territory of any traditional operating company or affecting Southern Power's customers may result in the loss of customers and reduced demand for electricity for extended periods. Any significant loss of customers or reduction in demand for electricity could have a material negative impact on a traditional operating company's or Southern Power's and Southern Company's results of operations, financial condition, and liquidity.

Southern Company may be unable to meet its ongoing and future financial obligations and to pay dividends on its common stock if its subsidiaries are unable to pay upstream dividends or repay funds to Southern Company.

Southern Company is a holding company and, as such, Southern Company has no operations of its own. Substantially all of Southern Company's consolidated assets are held by subsidiaries. Southern Company's ability to meet its financial obligations and to pay dividends on its common stock is primarily dependent on the net income and cash flows of its subsidiaries and their ability to pay upstream dividends or to repay funds to Southern Company. Prior to funding Southern Company, Southern Company's subsidiaries have regulatory restrictions and financial obligations that must be satisfied, including among others, debt service and preferred and preference stock dividends. Southern Company's subsidiaries are separate legal entities and have no obligation to provide Southern Company with funds. In addition, Southern Company may provide capital contributions or debt financing to subsidiaries under certain circumstances, which would reduce Southern Company's funds available to meet its financial obligations and to pay dividends on its common stock.

A downgrade in the credit ratings of Southern Company, any of the traditional operating companies, or Southern Power could negatively affect their ability to access capital at reasonable costs and/or could require Southern Company, the traditional operating companies, or Southern Power to post collateral or replace certain indebtedness. There are a number of factors that rating agencies evaluate to arrive at credit ratings for Southern Company, the traditional operating companies, and Southern Power, including capital structure, regulatory environment, the ability to cover liquidity requirements, and other commitments for capital. Southern Company, the traditional operating companies, and Southern Power could experience a downgrade in their ratings if any rating agency concludes that the level of business or financial risk of the industry or Southern Company, the traditional operating companies, or Southern Power has deteriorated. Changes in ratings methodologies by the agencies could also have a negative impact on credit ratings. If one or more rating agencies downgrade Southern Company, the traditional operating companies, or Southern Power, borrowing costs would increase, including automatic increases in interest rates under applicable term loans and credit facilities, the pool of investors and funding sources would likely decrease, and, particularly for any downgrade to below investment grade, significant collateral requirements may be triggered in a number of contracts. Any credit rating downgrades could require a traditional operating company or Southern Power to alter the mix of debt financing currently used, and could require the issuance of secured indebtedness and/or indebtedness with additional restrictive covenants.

Uncertainty in demand for power can result in lower earnings or higher costs. If demand for power falls short of expectations, it could result in potentially stranded assets. If demand for power exceeds expectations, it could result in increased costs for purchasing capacity in the open market or building additional generation and transmission facilities.

Southern Company, the traditional operating companies, and Southern Power each engage in a long-term planning process to estimate the optimal mix and timing of new generation assets required to serve future load obligations. This planning process must look many years into the future in order to accommodate the long lead times associated with the permitting and construction of new generation and associated transmission facilities. Inherent risk exists in predicting demand this far into the future as these future loads are dependent on many uncertain factors, including regional economic conditions, customer usage patterns, efficiency programs, and customer technology adoption. Because regulators may not permit the traditional operating companies to adjust rates to recover the costs of new generation and associated transmission assets in a timely manner or at all, the traditional operating companies may not be able to fully recover these costs or may have exposure to regulatory lag associated with the time between the incurrence of costs of additional capacity and the traditional operating companies' recovery in customers' rates. In addition, under Southern Power's model of selling capacity and energy at negotiated market-

I-29

Table of ContentsIndex to Financial Statements

based rates under long-term PPAs, Southern Power might not be able to fully execute its business plan if market prices drop below original forecasts. Southern Power and/or the traditional operating companies may not be able to extend existing PPAs or to find new buyers for existing generation assets as existing PPAs expire, or they may be forced to market these assets at prices lower than originally intended. These situations could have negative impacts on net income and cash flows for the affected traditional operating company or Southern Power and for Southern Company.

The traditional operating companies and Southern Power are currently obligated to supply power to retail customers and wholesale customers under long-term PPAs. At peak times, the demand for power required to meet this obligation could exceed the Southern Company system's available generation capacity. Market or competitive forces may require that the traditional operating companies or Southern Power purchase capacity on the open market or build additional generation and transmission facilities. Because regulators may not permit the traditional operating companies to pass all of these purchase or construction costs on to their customers, the traditional operating companies may not be able to recover some or all of these costs or may have exposure to regulatory lag associated with the time between the incurrence of costs of purchased or constructed capacity and the traditional operating companies' recovery in customers' rates. Under Southern Power's long-term fixed price PPAs, Southern Power would not have the ability to recover any of these costs. These situations could have negative impacts on net income and cash flows for the affected traditional operating company or Southern Power and for Southern Company.

The businesses of Southern Company, the traditional operating companies, and Southern Power are dependent on their ability to successfully access funds through capital markets and financial institutions. The inability of Southern Company, any traditional operating company, or Southern Power to access funds may limit its ability to execute its business plan by impacting its ability to fund capital investments or acquisitions that Southern Company, the traditional operating companies, or Southern Power may otherwise rely on to achieve future earnings and cash flows. Southern Company, the traditional operating companies, and Southern Power rely on access to both short-term money markets and longer-term capital markets as a significant source of liquidity for capital requirements not satisfied by the cash flow from their respective operations. If Southern Company, any traditional operating company, or Southern Power is not able to access capital at competitive rates or on favorable terms, its ability to implement its business plan will be limited by impacting its ability to fund capital investments or acquisitions that Southern Company, the traditional operating companies, or Southern Power may otherwise rely on to achieve future earnings and cash flows. In addition, Southern Company, the traditional operating companies, and Southern Power rely on committed bank lending agreements as back-up liquidity which allows them to access low cost money markets. Each of Southern Company, the traditional operating companies, and Southern Power believes that it will maintain sufficient access to these financial markets based upon current credit ratings. However, certain events or market disruptions may increase the cost of borrowing or adversely affect the ability to raise capital through the issuance of securities or other borrowing arrangements or the ability to secure committed bank lending agreements used as back-up sources of capital. Such disruptions could include:

- an economic downturn or uncertainty;
- bankruptcy or financial distress at an unrelated energy company, financial institution, or sovereign entity;
- capital markets volatility and disruption, either nationally or internationally;
- changes in tax policy such as dividend tax rates;
- market prices for electricity and gas;
- terrorist attacks or threatened attacks on Southern Company's facilities or unrelated energy companies' facilities;
- war or threat of war; or
- the overall health of the utility and financial institution industries.

Mississippi Power's financial condition and its ability to obtain financing needed for normal business operations and completion of construction and start-up of the Kemper IGCC were adversely affected by (i) the return of approximately \$301 million of interest bearing refundable deposits to SMEPA in June 2015 in connection with the termination of the APA; (ii) the required refund of approximately \$371 million of rate collections, including associated carrying costs, and the termination of those rates; and (iii) the required recapture of Phase II tax credits.

Mississippi Power expects to refinance its 2016 debt maturities with bank term loans. Mississippi Power intends to utilize operating cash flows and lines of credit (to the extent available) as well as loans and, under certain circumstances, equity contributions from Southern Company to fund the remainder of Mississippi Power's capital needs.

In addition, Georgia Power's ability to make future borrowings through its term loan credit facility with the Federal Financing Bank is subject to the satisfaction of customary conditions, as well as certification of compliance with the requirements of the loan guarantee program under Title XVII of the Energy Policy Act of 2005, including accuracy of project-related representations and warranties, delivery of updated project-related information and evidence of compliance with the prevailing

I-30

Table of Contents

Index to Financial Statements

wage requirements of the Davis-Bacon Act of 1931, as amended, and certification from the DOE's consulting engineer that proceeds of the advances are used to reimburse certain costs of construction relating to Plant Vogtle Units 3 and 4 that are eligible for financing under the Title XVII Loan Guarantee Program.

Volatility in the securities markets, interest rates, and other factors could substantially increase defined benefit pension and other postretirement plan costs and the costs of nuclear decommissioning.

The costs of providing pension and other postretirement benefit plans are dependent on a number of factors, such as the rates of return on plan assets, discount rates, the level of interest rates used to measure the required minimum funding levels of the plan, changes in actuarial assumptions, future government regulation, changes in life expectancy, and the frequency and amount of the Southern Company system's required or voluntary contributions made to the plans. Changes in actuarial assumptions and differences between the assumptions and actual values, as well as a significant decline in the value of investments that fund the pension and other postretirement plans, if not offset or mitigated by a decline in plan liabilities, could increase pension and other postretirement expense, and the Southern Company system could be required from time to time to fund the pension plan with significant amounts of cash. Such cash funding obligations could have a material impact on liquidity by reducing cash flows and could negatively affect results of operations. Additionally, Alabama Power and Georgia Power each hold significant assets in their nuclear decommissioning trusts to satisfy obligations to decommission Alabama Power's and Georgia Power's nuclear plants. The rate of return on assets held in those trusts can significantly impact both the costs of decommissioning and the funding requirements for the trusts.

Southern Company, the traditional operating companies, and Southern Power are subject to risks associated with their ability to obtain adequate insurance at acceptable costs.

The financial condition of some insurance companies, the threat of terrorism, and natural disasters, among other things, could have disruptive effects on insurance markets. The availability of insurance covering risks that Southern Company, the traditional operating companies, Southern Power, and their respective competitors typically insure against may decrease, and the insurance that Southern Company, the traditional operating companies, and Southern Power are able to obtain may have higher deductibles, higher premiums, and more restrictive policy terms. Further, there is no guarantee that the insurance policies maintained by the Southern Company, the traditional operating companies, and Southern Power will cover all of the potential exposures or the actual amount of loss incurred.

Any losses not covered by insurance, or any increases in the cost of applicable insurance, could adversely affect the results of operations, cash flows, or financial condition of Southern Company, the traditional operating companies, or Southern Power.

The use of derivative contracts by Southern Company and its subsidiaries in the normal course of business could result in financial losses that negatively impact the net income of Southern Company and its subsidiaries.

Southern Company and its subsidiaries, including the traditional operating companies and Southern Power, use derivative instruments, such as swaps, options, futures, and forwards, to manage their commodity and interest rate exposures and, to a lesser extent, engage in limited trading activities. Southern Company and its subsidiaries could recognize financial losses as a result of volatility in the market values of these contracts or if a counterparty fails to perform. These risks are managed through risk management policies, limits, and procedures. These risk management policies, limits, and procedures might not work as planned and cannot entirely eliminate the risks associated with these activities. In addition, derivative contracts entered for hedging purposes might not off-set the underlying exposure being hedged as expected, resulting in financial losses. In the absence of actively quoted market prices and pricing information from external sources, the valuation of these financial instruments can involve management's judgment or use of estimates. The factors used in the valuation of these instruments become more difficult to predict and the calculations become less reliable the further into the future these estimates are made. As a result, changes in the underlying assumptions or use of alternative valuation methods could affect the value of the reported fair value of these contracts.

ACQUISITION RISKS

Acquisitions and dispositions may not result in anticipated benefits and may present risks not originally contemplated, which may have a material adverse effect on the liquidity, results of operations, and financial condition of Southern

Company and its subsidiaries.

Southern Company and its subsidiaries have made significant acquisitions and dispositions in the past and may in the future make additional acquisitions and dispositions. Southern Power, in particular, continually seeks opportunities to create value through various transactions, including acquisitions or sales of assets.

Southern Company and its subsidiaries may face significant competition for acquisition opportunities and there can be no assurance that anticipated acquisitions will be completed on acceptable terms or at all. In addition, these transactions are intended to, but may not, result in the generation of cash or income, the realization of savings, the creation of efficiencies, or

I-31

Table of Contents

Index to Financial Statements

the reduction of risk. These transactions may also affect the liquidity, results of operations, and financial condition of Southern Company and its subsidiaries.

These transactions also involve risks, including:

- any acquisitions may not result in an increase in income or provide an adequate return on capital or other anticipated benefits;

- any acquisitions may not be successfully integrated into the acquiring company's operations and internal controls processes;

- the due diligence conducted prior to an acquisition may not uncover situations that could result in financial or legal exposure or the acquiring company may not appropriately evaluate the likelihood or quantify the exposure from identified risks;

- any disposition may result in decreased earnings, revenue, or cash flow;

- use of cash for acquisitions may adversely affect cash available for capital expenditures and other uses; or

- any dispositions, investments, or acquisitions could have a material adverse effect on the liquidity, results of operations, or financial condition of Southern Company or its subsidiaries.

Southern Company and AGL Resources may encounter difficulties in satisfying the conditions for the completion of the Merger, including receipt of all required regulatory approvals, which could delay the completion of the Merger or impose conditions that could have a material adverse effect on the combined company or that could cause either party to abandon the Merger.

Consummation of the Merger remains subject to the satisfaction or waiver of certain closing conditions, including, among others, (i) the approval of the California Public Utilities Commission, Georgia PSC, Illinois Commerce Commission, and Maryland PSC, New Jersey Board of Public Utilities, and other approvals required under applicable state laws, and the approval of the Federal Communications Commission (FCC) for the transfer of control over the FCC licenses of certain subsidiaries of AGL Resources, (ii) the absence of a judgment, order, decision, injunction, ruling, or other finding or agency requirement of a governmental entity prohibiting the consummation of the Merger, and (iii) other customary closing conditions, including (a) subject to certain materiality qualifiers, the accuracy of each party's representations and warranties and (b) each party's performance in all material respects of its obligations under the Merger Agreement.

Southern Company completed the required state regulatory filings in the fourth quarter 2015 and the required FCC filings in February 2016. On February 24, 2016, a stipulation and settlement agreement between Southern Company, AGL Resources, the Maryland PSC Staff, and the Maryland Office of People's Counsel was filed with the Maryland PSC. The proposed settlement remains subject to the approval of the Maryland PSC. Additionally, Southern Company received the approval of the Virginia State Corporation Commission in February 2016.

These governmental entities may decline to approve the Merger or may impose conditions on the completion, or require changes to the terms, of the Merger, including restrictions or conditions on the business, operations, or financial performance of the combined company following the Merger.

Satisfying the conditions to completion of the Merger may take longer, and could cost more, than Southern Company expects. Any delay in completing the Merger or any additional conditions imposed in order to complete the Merger may materially adversely affect the benefits that Southern Company expects to achieve from the Merger and the integration of the companies' respective businesses.

In addition, conditions to the completion of the Merger may fail to be satisfied. Subject to certain limitations, either party may terminate the Merger Agreement if the Merger is not consummated by August 23, 2016, which date may be extended by either party to February 23, 2017 if, on August 23, 2016, all conditions to closing other than those relating to (i) regulatory approvals and (ii) the absence of legal restraints preventing consummation of the Merger (to the extent relating to regulatory approvals) have been satisfied.

Any delay in completing the Merger, conditions imposed by governmental entities, or failure to complete the Merger could have a material adverse effect on the financial condition, net income, and cash flows of Southern Company. Failure to complete the Merger could negatively impact Southern Company's stock price and Southern Company's future business and financial results.

Completion of the Merger is not assured and is subject to risks, including the risks that approval of the transaction by governmental entities will not be obtained or that certain other closing conditions will not be satisfied. If the Merger is not

I-32

Table of Contents

Index to Financial Statements

completed, Southern Company's ongoing businesses and financial results may be adversely affected and Southern Company will be subject to a number of risks, including the following:

Southern Company will be required to pay significant costs relating to the Merger, including legal, accounting, and financial advisory costs, whether or not the Merger is completed;

matters relating to the Merger (including integration planning) may require substantial commitments of time and resources by Southern Company management, which could otherwise have been devoted to other opportunities that may have been beneficial to Southern Company; and

negative publicity and a negative impression of Southern Company in the investment community.

The occurrence of any of these events, individually or in combination, could cause the share price of Southern Company to decline if and to the extent that the current market prices reflect an assumption by the market that the Merger will be completed.

If completed, the Merger may not achieve its intended results.

Southern Company entered into the Merger Agreement with the expectation that the Merger would result in various benefits. Achieving the anticipated benefits of the Merger is subject to a number of uncertainties, including whether the business of AGL Resources is integrated in an efficient and effective manner, conditions imposed on the Merger by federal and state public utility, antitrust, and other regulatory authorities prior to approval, general market and economic conditions, and general competitive factors in the marketplace. Failure to achieve these anticipated benefits could result in increased costs, decreases in the amount of expected revenues generated by the combined company, and diversion of management's time and energy and could have an adverse effect on the combined company's financial condition, net income, and cash flows.

The Southern Company system will be subject to business uncertainties while the Merger is pending that could adversely affect Southern Company's financial results.

Uncertainty about the effect of the Merger on employees, suppliers, and customers of the Southern Company system may have an adverse effect on Southern Company. These uncertainties may impair the Southern Company system's ability to attract, retain, and motivate key personnel until the Merger is completed and for a period of time thereafter and could cause customers, suppliers, and others that deal with the Southern Company system to seek to change existing business relationships.

Employee retention and recruitment may be particularly challenging prior to the completion of the Merger, as employees and prospective employees may experience uncertainty about their future roles with the combined company. If key employees depart or fail to accept employment with the Southern Company system because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the combined company, Southern Company's financial results could be adversely affected.

The pursuit of the Merger and the preparation for the integration of AGL Resources into the Southern Company system may place a significant burden on management and internal resources. The diversion of management attention away from day-to-day business concerns and any difficulties encountered in the transition and integration process could adversely affect Southern Company's financial condition, net income, and cash flows.

Southern Company is obligated to complete the Merger whether or not it has obtained the required financing.

Southern Company intends to initially fund the cash consideration for the Merger using a mix of debt and equity.

Southern Company finances its capital needs on a portfolio basis and expects to issue approximately \$8.0 billion in debt prior to closing the Merger and approximately \$1.2 billion in equity during 2016. This capital is expected to provide funding for the Merger, Southern Power growth opportunities, and other Southern Company system capital projects. In addition, Southern Company entered into the \$8.1 billion Bridge Agreement on September 30, 2015 to provide financing for the Merger in the event long-term financing is not available. The Bridge Agreement is subject to various conditions contained in the Bridge Agreement and the issuance of long-term debt and equity sales to finance the Merger will be subject to future market conditions.

Table of Contents

Index to Financial Statements

Following the Merger, stockholders of Southern Company will own equity interests in a company whose subsidiary owns and operates a natural gas business.

AGL Resources is an energy services holding company whose primary business is the distribution of natural gas through natural gas distribution utilities. AGL Resources is involved in several other businesses that are mainly related and complementary to its primary business including: retail operations including the provision of natural gas commodity and related services to customers in competitive markets or markets that provide for customer choice, wholesale services including natural gas storage, gas pipeline arbitrage, and natural gas asset management and/or related logistics services, and midstream operations including high deliverability natural gas storage facilities and select pipelines. As a result, the combined company will be subject to various risks to which Southern Company is not currently subject, including risks related to transporting and storing natural gas. As stockholders of the combined company following the Merger, Southern Company stockholders may be adversely affected by these risks.

Southern Company expects to record goodwill that could become impaired and adversely affect its operating results. In accordance with GAAP, the Merger will be accounted for using the acquisition method of accounting whereby the assets acquired and liabilities assumed are recognized at fair value as of the acquisition date. The excess of the purchase price over the fair values of AGL Resources' assets and liabilities will be recorded as goodwill.

The amount of goodwill, which is expected to be material, will be allocated to the appropriate reporting units of the combined company. Southern Company is required to assess goodwill for impairment at least annually by comparing the fair value of reporting units to the carrying value of those reporting units. To the extent the carrying value of any of those reporting units is greater than the fair value, a second step comparing the implied fair value of goodwill to the carrying amount would be required to determine if the goodwill is impaired. Such a potential impairment could result in a material charge that would have a material impact on Southern Company's future operating results and consolidated balance sheet.

Item 1B. UNRESOLVED STAFF COMMENTS.

None.

Table of ContentsIndex to Financial Statements

Item 2. PROPERTIES

Electric Properties

The traditional operating companies, Southern Power, and SEGCO, at December 31, 2015, owned and/or operated 33 hydroelectric generating stations, 31 fossil fuel generating stations, three nuclear generating stations, 13 combined cycle/cogeneration stations, 16 solar facilities, one wind facility, one biomass facility, and one landfill gas facility. The amounts of capacity for each company, as of December 31, 2015, are shown in the table below.

Generating Station	Location	Nameplate Capacity (1) (KW's)	
FOSSIL STEAM			
Gadsden	Gadsden, AL	120,000	
Gorgas	Jasper, AL	1,021,250	(2)
Barry	Mobile, AL	1,300,000	(2)
Greene County	Demopolis, AL	300,000	(3)
Gaston Unit 5	Wilsonville, AL	880,000	
Miller	Birmingham, AL	2,532,288	(4)
Alabama Power Total		6,153,538	
Bowen	Cartersville, GA	3,160,000	
Hammond	Rome, GA	800,000	
McIntosh	Effingham County, GA	163,117	
Mitchell	Albany, GA	125,000	(5)
Scherer	Macon, GA	750,924	(6)
Wansley	Carrollton, GA	925,550	(7)
Yates	Newnan, GA	700,000	
Georgia Power Total		6,624,591	
Crist	Pensacola, FL	970,000	
Daniel	Pascagoula, MS	500,000	(8)
Lansing Smith	Panama City, FL	305,000	(9)
Scherer Unit 3	Macon, GA	204,500	(6)
Gulf Power Total		1,979,500	
Daniel	Pascagoula, MS	500,000	(8)
Greene County	Demopolis, AL	200,000	(3)
Sweatt	Meridian, MS	80,000	(10)
Watson	Gulfport, MS	862,000	(10)
Mississippi Power Total		1,642,000	
Gaston Units 1-4	Wilsonville, AL		
SEGCO Total		1,000,000	(11)
Total Fossil Steam		17,399,629	
IGCC			
Kemper County/Ratcliffe	Kemper County, MS		(12)
Mississippi Power Total		622,906	

Table of ContentsIndex to Financial Statements

Generating Station	Location	Nameplate Capacity (1)
NUCLEAR STEAM		
Farley	Dothan, AL	
Alabama Power Total		1,720,000
Hatch	Baxley, GA	899,612 (13)
Vogtle Units 1 and 2	Augusta, GA	1,060,240 (14)
Georgia Power Total		1,959,852
Total Nuclear Steam		3,679,852
COMBUSTION TURBINES		
Greene County	Demopolis, AL	
Alabama Power Total		720,000
Boulevard	Savannah, GA	19,700
Intercession City	Intercession City, FL	47,667 (5)
Kraft	Port Wentworth, GA	22,000 (5)
McDonough Unit 3	Atlanta, GA	78,800
McIntosh Units 1 through 8	Effingham County, GA	640,000
McManus	Brunswick, GA	481,700
Mitchell	Albany, GA	78,800 (5)
Robins	Warner Robins, GA	158,400
Wansley	Carrollton, GA	26,322 (7)
Wilson	Augusta, GA	354,100
Georgia Power Total		1,907,489
Lansing Smith Unit A	Panama City, FL	39,400
Pea Ridge Units 1 through 3	Pea Ridge, FL	15,000
Gulf Power Total		54,400
Chevron Cogenerating Station	Pascagoula, MS	147,292 (15)
Sweatt	Meridian, MS	39,400
Watson	Gulfport, MS	39,360
Mississippi Power Total		226,052
Addison (formerly West Georgia)	Thomaston, GA	668,800
Cleveland County	Cleveland County, NC	720,000
Dahlberg	Jackson County, GA	756,000
Oleander	Cocoa, FL	791,301
Rowan	Salisbury, NC	455,250
Southern Power Total		3,391,351
Gaston (SEGCO)	Wilsonville, AL	19,680 (11)
Total Combustion Turbines		6,318,972
COGENERATION		
Washington County	Washington County, AL	123,428
GE Plastics Project	Burkeville, AL	104,800
Theodore	Theodore, AL	236,418
Total Cogeneration		464,646

Table of ContentsIndex to Financial Statements

Generating Station	Location	Nameplate Capacity (1)	
COMBINED CYCLE			
Barry	Mobile, AL		
Alabama Power Total		1,070,424	
McIntosh Units 10&11	Effingham County, GA	1,318,920	
McDonough-Atkinson Units 4 through 6	Atlanta, GA	2,520,000	
Georgia Power Total		3,838,920	
Smith	Lynn Haven, FL		
Gulf Power Total		545,500	
Daniel	Pascagoula, MS		
Mississippi Power Total		1,070,424	
Franklin	Smiths, AL	1,857,820	
Harris	Autaugaville, AL	1,318,920	
Rowan	Salisbury, NC	530,550	
Stanton Unit A	Orlando, FL	428,649	(16)
Wansley	Carrollton, GA	1,073,000	
Southern Power Total		5,208,939	
Total Combined Cycle		11,734,207	
HYDROELECTRIC FACILITIES			
Bankhead	Holt, AL	53,985	
Bouldin	Wetumpka, AL	225,000	
Harris	Wedowee, AL	132,000	
Henry	Ohatchee, AL	72,900	
Holt	Holt, AL	46,944	
Jordan	Wetumpka, AL	100,000	
Lay	Clanton, AL	177,000	
Lewis Smith	Jasper, AL	157,500	
Logan Martin	Vincent, AL	135,000	
Martin	Dadeville, AL	182,000	
Mitchell	Verbena, AL	170,000	
Thurlow	Tallassee, AL	81,000	
Weiss	Leesburg, AL	87,750	
Yates	Tallassee, AL	47,000	
Alabama Power Total		1,668,079	
Bartletts Ferry	Columbus, GA	173,000	
Goat Rock	Columbus, GA	38,600	
Lloyd Shoals	Jackson, GA	14,400	
Morgan Falls	Atlanta, GA	16,800	
North Highlands	Columbus, GA	29,600	
Oliver Dam	Columbus, GA	60,000	
Rocky Mountain	Rome, GA	215,256	(17)
Sinclair Dam	Milledgeville, GA	45,000	
Tallulah Falls	Clayton, GA	72,000	
Terrora	Clayton, GA	16,000	
Tugalo	Clayton, GA	45,000	
Wallace Dam	Eatonton, GA	321,300	
Yonah	Toccoa, GA	22,500	

6 Other Plants

Various Georgia Cities

18,080

I-37

Table of ContentsIndex to Financial Statements

Generating Station	Location	Nameplate Capacity (1)	
Georgia Power Total		1,087,536	
Total Hydroelectric Facilities		2,755,615	
RENEWABLE SOURCES:			
SOLAR FACILITIES			
Fort Benning	Columbus, GA	30,000	
Dalton	Dalton, GA	6,305	
Georgia Power Total		36,305	
Adobe	Kern County, CA	20,000	
Apex	North Las Vegas, NV	20,000	
Campo Verde	Imperial County, CA	147,420	
Cimarron	Springer, NM	30,640	
Decatur County	Decatur County, GA	20,000	
Decatur Parkway	Decatur County, GA	84,000	
Desert Stateline	San Bernadino County, CA	110,120	(18)
Granville	Oxford, NC	2,500	
Imperial Valley	Imperial County, CA	163,200	
Lost Hills - Blackwell	Kern County, CA	33,440	
Macho Springs	Luna County, NM	55,000	
Morelos del Sol	Kern County, CA	15,000	
North Star	Fresno County, CA	61,600	
Spectrum	Clark County, NV	30,240	
Southern Power Total		793,160	(19)
Total Solar		829,465	
WIND FACILITY			
Kay Wind	Kay County, OK		
Southern Power Total		299,000	
LANDFILL GAS FACILITY			
Perdido	Escambia County, FL		
Gulf Power Total		3,200	
BIOMASS FACILITY			
Nacogdoches	Sacul, TX		
Southern Power Total		115,500	
Total Generating Capacity		44,222,992	

Notes:

- (1) See "Jointly-Owned Facilities" herein for additional information.
- In April 2015, as part of its environmental compliance strategy, Alabama Power retired Plant Gorgas Units 6 and 7 (200MWs). Additionally, in April 2015, Alabama Power ceased using coal at Plant Barry Units 1 and 2 (250 MWs), but such units will remain available on a limited basis with natural gas as the fuel source. In August 2015, Alabama Power retired Plant Barry Unit 3 (225 MWs) and it is no longer available for generation. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Alabama Power – Environmental Accounting Order" of Southern Company and MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Environmental Accounting Order" of Alabama Power in Item 7 herein. See also Note 3 to the financial statements of Southern Company and Alabama Power under "Retail Regulatory Matters – Alabama Power – Environmental Accounting Order" and "Retail Regulatory – Environmental Accounting Order," respectively, in Item 8 herein.

I-38

Table of Contents

Index to Financial Statements

- Owned by Alabama Power and Mississippi Power as tenants in common in the proportions of 60% and 40%, respectively. Alabama Power and Mississippi Power expect to cease using coal and begin operating these units solely on natural gas by April 2016. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Alabama Power – Environmental Accounting Order" of Southern Company, MANAGEMENT'S DISCUSSION AND ANALYSIS - FUTURE EARNINGS POTENTIAL - "Retail Regulatory Matters – Environmental Accounting Order" of Alabama Power, and
- (3) MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Environmental Compliance Overview Plan" of Mississippi Power in Item 7 herein. See also Note 3 to the financial statements of Southern Company, Alabama Power, and Mississippi Power under "Retail Regulatory Matters – Alabama Power – Environmental Accounting Order," "Retail Regulatory Matters – Environmental Accounting Order," and "Retail Regulatory Matters – Environmental Compliance Overview Plan," respectively, in Item 8 herein.
- (4) Capacity shown is Alabama Power's portion (91.84%) of total plant capacity. On January 29, 2016, Georgia Power filed its triennial IRP (2016 IRP). The filing included a request to decertify Plant Mitchell Units 3, 4A, and 4B (217MWs) and Plant Kraft Unit 1 (17 MWs) upon approval of the 2016 IRP. The 2016 IRP also reflects that Georgia Power exercised its contractual option to sell its ownership interest in the Intercession City unit to Duke Energy Florida, Inc. contingent upon regulatory approvals. The ultimate outcome of this matter cannot be determined at this time. Capacity shown represents 33% of the total plant capacity of 143,000 KWs. Georgia Power owns a 33% interest in the unit with 100% use of the unit from June through
- (5) September. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Georgia Power – Integrated Resource Plan" of Southern Company and MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Integrated Resource Plan" of Georgia Power in Item 7 herein. See also Note 3 to the financial statements of Southern Company and Georgia Power under "Retail Regulatory Matters – Georgia Power – Integrated Resource Plan" and "Retail Regulatory – Integrated Resource Plan," respectively, in Item 8 herein.
- (6) Capacity shown for Georgia Power is 8.4% of Units 1 and 2 and 75% of Unit 3. Capacity shown for Gulf Power is 25% of Unit 3.
- (7) Capacity shown is Georgia Power's portion (53.5%) of total plant capacity.
- (8) Represents 50% of Plant Daniel Units 1 and 2, which are owned as tenants in common by Gulf Power and Mississippi Power.
- (9) Gulf Power intends to retire Plant Smith Units 1 and 2 (357 MWs) by March 31, 2016. Mississippi Power agreed to retire, repower with natural gas, or convert to an alternative non-fossil fuel source at
- (10) Plant Sweatt Units 1 and 2 (80 MWs) by December 2018. Mississippi Power also ceased burning coal and other solid fuel at Plant Watson Units 4 and 5 (750 MWs) and began operating those units solely on natural gas on April 16, 2015.
- (11) SEGCO is jointly-owned by Alabama Power and Georgia Power. See BUSINESS in Item 1 herein for additional information.
- (12) Mississippi Power placed the combined cycle and the associated common facilities portion of the Kemper IGCC in service using natural gas in August 2014 and continues to focus on completing the remainder of the Kemper IGCC, including the gasifier and the gas clean-up facilities. The Kemper IGCC is expected to have an output capacity of 582 MW.
- (13) Capacity shown is Georgia Power's portion (50.1%) of total plant capacity.
- (14) Capacity shown is Georgia Power's portion (45.7%) of total plant capacity.
- (15) Generation is dedicated to a single industrial customer.
- (16) Capacity shown is Southern Power's portion (65%) of total plant capacity.
- (17) Capacity shown is Georgia Power's portion (25.4%) of total plant capacity. OPC operates the plant.
- (18) The first three phases (110 MW) were placed in service in December 2015. Phases four and five were placed in service in January and February 2016, respectively. The remaining three phases are expected to be placed in

service during 2016, bringing the facility's total capacity to approximately 300 MW.

Southern Power total solar capacity shown is 100% of the nameplate capacity for each facility. When taking into consideration Southern Power's 90% equity interest in STR and 51% equity interest in SRP's seven partnerships,

(19) Southern Power's equity portion of the total nameplate capacity from all generating sources is 9,595 MW. See Note 2 to the financial statements of Southern Power in Item 8 herein and Note 12 to the financial statements of Southern Company under "Southern Power" in Item 8 herein for additional information.

Except as discussed below under "Titles to Property," the principal plants and other important units of the traditional operating companies, Southern Power, and SEGCO are owned in fee by the respective companies. It is the opinion of management of each such company that its operating properties are adequately maintained and are substantially in good operating condition.

Mississippi Power owns a 79-mile length of 500-kilovolt transmission line which is leased to Entergy Gulf States Louisiana, LLC. The line, completed in 1984, extends from Plant Daniel to the Louisiana state line. Entergy Gulf States Louisiana, LLC is

I-39

Table of ContentsIndex to Financial Statements

paying a use fee over a 40-year period covering all expenses and the amortization of the original \$57 million cost of the line. At December 31, 2015, the unamortized portion of this cost was approximately \$14 million.

In conjunction with the Kemper IGCC, Mississippi Power owns a lignite mine and equipment and has acquired and will continue to acquire mineral reserves located around the Kemper IGCC site in Kemper County. The mine, operated by North American Coal Corporation, started commercial operation in June 2013 with the capital cost of the mine and equipment totaling approximately \$313 million as of December 31, 2015. See MANAGEMENT'S DISCUSSION AND ANALYSIS – FUTURE EARNINGS POTENTIAL – "Integrated Coal Gasification Combined Cycle – Lignite Mine and CO₂ Pipeline Facilities" of Mississippi Power in Item 7 herein and Note 3 to the financial statements of Southern Company and Mississippi Power under "Integrated Coal Gasification Combined Cycle – Lignite Mine and CO₂ Pipeline Facilities" in Item 8 herein for additional information on the lignite mine.

In 2015, the maximum demand on the traditional operating companies, Southern Power, and SEGCO was 36,794,000 KWs and occurred on January 8, 2015. The all-time maximum demand of 38,777,000 KWs on the traditional operating companies, Southern Power, and SEGCO occurred on August 22, 2007. These amounts exclude demand served by capacity retained by MEAG Power, OPC, and SEPA. The reserve margin for the traditional operating companies, Southern Power, and SEGCO in 2015 was 33.2%. See SELECTED FINANCIAL DATA in Item 6 herein for additional information.

Jointly-Owned Facilities

Alabama Power, Georgia Power, and Southern Power at December 31, 2015 had undivided interests in certain generating plants and other related facilities with non-affiliated parties. The percentages of ownership of the total plant or facility are as follows:

	Percentage Ownership																			
	Total Capacity (MWs)	Alabama Power	Georgia Power	OPC	MEAG Power	Dalton	Duke Energy Florida	Southern Power	OUC	FMPPA	KUA									
Plant Miller Units 1 and 2	1,320	91.8 %	8.2 %	— %	— %	— %	— %	— %	— %	— %	— %	— %	— %	— %	— %	— %	— %	— %	— %	— %
Plant Hatch	1,796	—	—	50.1	30.0	17.7	2.2	—	—	—	—	—	—	—	—	—	—	—	—	—
Plant Vogtle Units 1 and 2	2,320	—	—	45.7	30.0	22.7	1.6	—	—	—	—	—	—	—	—	—	—	—	—	—
Plant Scherer Units 1 and 2	1,636	—	—	8.4	60.0	30.2	1.4	—	—	—	—	—	—	—	—	—	—	—	—	—
Plant Wansley	1,779	—	—	53.5	30.0	15.1	1.4	—	—	—	—	—	—	—	—	—	—	—	—	—
Rocky Mountain	848	—	—	25.4	74.6	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Intercession City, FL*	143	—	—	33.3	—	—	—	66.7	—	—	—	—	—	—	—	—	—	—	—	—
Plant Stanton A	660	—	—	—	—	—	—	65.0	28.0	3.5	3.5	—	—	—	—	—	—	—	—	—

* Subsequent to December 31, 2015, Georgia Power exercised its contractual option to sell its ownership interest to Duke Energy Florida, Inc. contingent on regulatory approvals. The ultimate outcome of this matter cannot be determined at this time.

Alabama Power and Georgia Power have contracted to operate and maintain the respective units in which each has an interest (other than Rocky Mountain and Intercession City) as agent for the joint owners. SCS provides operation and maintenance services for Plant Stanton A. Southern Nuclear operates and provides services to Alabama Power's and Georgia Power's nuclear plants.

In addition, Georgia Power has commitments regarding a portion of a 5% interest in Plant Vogtle Units 1 and 2 owned by MEAG Power that are in effect until the later of retirement of the plant or the latest stated maturity date of MEAG Power's bonds issued to finance such ownership interest. The payments for capacity are required whether any capacity

is available. The energy cost is a function of each unit's variable operating costs. Except for the portion of the capacity payments related to the Georgia PSC's disallowances of Plant Vogtle Units 1 and 2 costs, the cost of such capacity and energy is included in purchased power from non-affiliates in Georgia Power's statements of income in Item 8 herein. Also see Note 7 to the financial statements of Georgia Power under "Commitments – Fuel and Purchased Power Agreements" in Item 8 herein for additional information.

Georgia Power is currently constructing Plant Vogtle Units 3 and 4 which will be jointly owned by Georgia Power, Dalton, OPC, and MEAG Power (with each owner holding the same undivided ownership interest as shown in the table above with respect to Plant Vogtle Units 1 and 2). See Note 3 to the financial statements of Southern Company and Georgia Power under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" and "Retail Regulatory Matters – Nuclear Construction," respectively, in Item 8 herein.

I-40

Table of Contents

Index to Financial Statements

Titles to Property

The traditional operating companies', Southern Power's, and SEGCO's interests in the principal plants (other than certain pollution control facilities and the land on which five combustion turbine generators of Mississippi Power are located, which is held by easement) and other important units of the respective companies are owned in fee by such companies, subject only to the (1) liens pursuant to pollution control revenue bonds of Gulf Power on specific pollution control facilities at Plant Daniel, (2) liens pursuant to the assumption of debt obligations by Mississippi Power in connection with the acquisition of Plant Daniel Units 3 and 4, (3) liens associated with Georgia Power's reimbursement obligations to the DOE under its loan guarantee, which are secured by a first priority lien on (a) Georgia Power's 45.7% undivided ownership interest in Plant Vogtle Units 3 and 4 and (b) Georgia Power's rights and obligations under the principal contracts relating to Plant Vogtle Units 3 and 4, and (4) liens associated with credit agreements entered into by RE Tranquillity LLC, RE Roserock LLC, and RE Garland Holdings LLC, indirect subsidiaries of Southern Power Company. See Note 6 to the financial statements of Southern Company, Georgia Power, Gulf Power, and Mississippi Power under "Assets Subject to Lien," Note 6 to the financial statements of Southern Company and Georgia Power under "DOE Loan Guarantee Borrowings," Note 6 to the financial statements of Southern Company and Mississippi Power under "Plant Daniel Revenue Bonds," and Note 6 to the financial statements of Southern Power Company under "Bank Credit Arrangements – Subsidiary Facilities" in Item 8 herein for additional information. The traditional operating companies own the fee interests in certain of their principal plants as tenants in common. See "Jointly-Owned Facilities" herein for additional information. Properties such as electric transmission and distribution lines, steam heating mains, and gas pipelines are constructed principally on rights-of-way, which are maintained under franchise or are held by easement only. A substantial portion of lands submerged by reservoirs is held under flood right easements. In addition, certain of the renewable generating facilities occupy or use real property that is not owned, primarily through various leases, easements, rights-of-way, permits, or licenses from private landowners or governmental entities.

Table of Contents

Index to Financial Statements

Item 3. LEGAL PROCEEDINGS

(1) Georgia Power et al. v. Westinghouse and Stone & Webster (United States District Court for the Southern District of Georgia Augusta Division)

Stone & Webster and Westinghouse v. Georgia Power et al. (United States District Court for the District of Columbia)

See Note 3 to the financial statements of Southern Company and Georgia Power under "Georgia Power – Nuclear Construction" and "Retail Regulatory Matters – Nuclear Construction," respectively, in Item 8 herein for information.

(2) Environmental Remediation

See Note 3 to the financial statements of Southern Company, Georgia Power, and Gulf Power under "Environmental Matters – Environmental Remediation" in Item 8 herein for information related to environmental remediation.

See Note 3 to the financial statements of each registrant in Item 8 herein for descriptions of additional legal and administrative proceedings discussed therein.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Table of Contents

Index to Financial Statements

EXECUTIVE OFFICERS OF SOUTHERN COMPANY

(Identification of executive officers of Southern Company is inserted in Part I in accordance with Regulation S-K, Item 401(b), Instruction 3.) The ages of the officers set forth below are as of December 31, 2015.

Thomas A. Fanning

Chairman, President, Chief Executive Officer, and Director

Age 58

Elected in 2003. Chairman, Chief Executive Officer, and Director since December 2010 and President since August 2010.

Art P. Beattie

Executive Vice President and Chief Financial Officer

Age 61

Elected in 2010. Executive Vice President and Chief Financial Officer since August 2010.

W. Paul Bowers

Executive Vice President

Age 59

Elected in 2001. Executive Vice President since February 2008 and Chief Executive Officer, President, and Director of Georgia Power since January 2011. Chairman of Georgia Power's Board of Directors since May 2014.

S. W. Connally, Jr.

Chairman, President, and Chief Executive Officer of Gulf Power

Age 46

Elected in 2012. Elected Chairman in July 2015 and President, Chief Executive Officer, and Director of Gulf Power since July 2012. Previously served as Senior Vice President and Chief Production Officer of Georgia Power from August 2010 through June 2012.

Mark A. Crosswhite

Executive Vice President

Age 53

Elected in 2010. Executive Vice President since December 2010 and President, Chief Executive Officer, and Director of Alabama Power since March 2014. Chairman of Alabama Power's Board of Directors since May 2014. Previously served as Executive Vice President and Chief Operating Officer of Southern Company from July 2012 through February 2014 and President, Chief Executive Officer, and Director of Gulf Power from January 2011 through June 2012.

Kimberly S. Greene

Executive Vice President

Age 49

Elected in 2013. Executive Vice President and Chief Operating Officer since March 2014. Previously served as President and Chief Executive Officer of SCS from April 2013 to February 2014. Before rejoining Southern Company, Ms. Greene previously served at Tennessee Valley Authority in a number of positions, most recently as Executive Vice President and Chief Generation Officer from 2011 through April 2013, and Group President of Strategy and External Relations from 2010 through 2011.

James Y. Kerr II

Executive Vice President and General Counsel

Age 51

Elected in 2014. Before joining Southern Company, Mr. Kerr was a partner with McGuireWoods LLP and a senior advisor at McGuireWoods Consulting LLC from 2008 through February 2014.

Stephen E. Kuczynski

President and Chief Executive Officer of Southern Nuclear

Age 53

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Elected in 2011. President and Chief Executive Officer of Southern Nuclear since July 2011. Before joining Southern Company, Mr. Kuczynski served at Exelon Corporation as the Senior Vice President of Engineering and Technical Services for Exelon Nuclear from February 2009 to June 2011.

Mark S. Lantrip

Executive Vice President

Age 61

Elected in 2014. President and Chief Executive Officer of SCS since March 2014. Previously served as Treasurer of Southern Company from October 2007 to February 2014 and Executive Vice President of SCS from November 2010 to March 2014.

I-43

Table of Contents

Index to Financial Statements

Anthony L. Wilson

President and Chief Executive Officer of Mississippi Power

Age 51

Elected in 2015. President of Mississippi Power since October 2015 and Chief Executive Officer and Director since January 2016. Previously served as Executive Vice President of Mississippi Power from May 2015 to October 2015, Executive Vice President of Georgia Power from January 2012 to May 2015, and Vice President of Georgia Power from February 2007 to December 2011.

Christopher C. Womack

Executive Vice President

Age 57

Elected in 2008. Executive Vice President and President of External Affairs since January 2009.

The officers of Southern Company were elected at the first meeting of the directors following the last annual meeting of stockholders held on May 27, 2015, for a term of one year or until their successors are elected and have qualified.

Table of Contents

Index to Financial Statements

EXECUTIVE OFFICERS OF ALABAMA POWER

(Identification of executive officers of Alabama Power is inserted in Part I in accordance with Regulation S-K, Item 401(b), Instruction 3.) The ages of the officers set forth below are as of December 31, 2015.

Mark A. Crosswhite

Chairman, President, Chief Executive Officer, and Director

Age 53

Elected in 2014. President, Chief Executive Officer, and Director since March 1, 2014. Chairman since May 2014. Previously served as Executive Vice President and Chief Operating Officer of Southern Company from July 2012 through February 2014 and President, Chief Executive Officer, and Director of Gulf Power from January 2011 through June 2012.

Greg J. Barker (1)

Executive Vice President

Age 52

Elected in 2016. Executive Vice President for Customer Services since February 22, 2016. Previously served as Senior Vice President of Marketing and Economic Development from April 2012 to February 2016 and Senior Vice President of Business Development and Customer Support from July 2010 to April 2012.

Philip C. Raymond

Executive Vice President, Chief Financial Officer, and Treasurer

Age 56

Elected in 2010. Executive Vice President, Chief Financial Officer, and Treasurer since August 2010.

Zeke W. Smith

Executive Vice President

Age 56

Elected in 2010. Executive Vice President of External Affairs since November 2010.

Steven R. Spencer (1)

Executive Vice President

Age 60

Elected in 2001. Executive Vice President of the Customer Service Organization since February 2008.

James P. Heilbron

Senior Vice President and Senior Production Officer

Age 44

Elected in 2013. Senior Vice President and Senior Production Officer since March 2013. Previously served as Senior Vice President and Senior Production Officer of Southern Power Company from July 2010 to February 2013.

(1) On February 17, 2016, Mr. Spencer resigned the role of Executive Vice President, effective April 1, 2016. Mr. Greg Barker was elected to the role of Executive Vice President for Customer Services, effective February 22, 2016. The officers of Alabama Power were elected for at the meeting of the directors held on April 24, 2015 for a term of one year or until their successors are elected and have qualified, except for Mr. Barker whose election as Executive Vice President was effective February 22, 2016.

Table of Contents

Index to Financial Statements

EXECUTIVE OFFICERS OF GEORGIA POWER

(Identification of executive officers of Georgia Power is inserted in Part I in accordance with Regulation S-K, Item 401(b), Instruction 3.) The ages of the officers set forth below are as of December 31, 2015.

W. Paul Bowers

Chairman, President, Chief Executive Officer, and Director

Age 59

Elected in 2010. Chief Executive Officer, President, and Director since December 2010 and Chief Operating Officer of Georgia Power from August 2010 to December 2010. Chairman of Georgia Power's Board of Directors since May 2014.

W. Craig Barrs

Executive Vice President

Age 58

Elected in 2008. Executive Vice President of Customer Service and Operations since May 2015. Previously served as Executive Vice President of External Affairs from January 2010 to May 2015.

W. Ron Hinson

Executive Vice President, Chief Financial Officer, Treasurer, and Corporate Secretary

Age 59

Elected in 2013. Executive Vice President, Chief Financial Officer, and Treasurer since March 2013 and Corporate Secretary and Chief Compliance Officer since January 2016. Also, served as Comptroller from March 2013 until January 2014. Previously served as Comptroller and Chief Accounting Officer of Southern Company, as well as Senior Vice President and Comptroller of SCS from March 2006 to March 2013.

Christopher P. Cummiskey

Executive Vice President

Age 41

Elected in 2015. Executive Vice President of External Affairs since May 2015. Previously served as Chief Commercial Officer of Southern Power from October 2013 to May 2015 and Commissioner of the Georgia Department of Economic Development from January 2011 to October 2013.

John L. Pemberton

Senior Vice President and Senior Production Officer

Age 47

Elected in 2012. Senior Vice President and Senior Production Officer since July 2012. Previously served as Senior Vice President and General Counsel for SCS and Southern Nuclear from June 2010 to July 2012.

The officers of Georgia Power were elected at the meeting of the directors held on May 20, 2015 for a term of one year or until their successors are elected and have qualified, except for Mr. Hinson, whose election as Corporate Secretary was effective January 1, 2016.

Table of Contents

Index to Financial Statements

EXECUTIVE OFFICERS OF MISSISSIPPI POWER

(Identification of executive officers of Mississippi Power is inserted in Part I in accordance with Regulation S-K, Item 401(b), Instruction 3.) The ages of the officers set forth below are as of December 31, 2015.

Anthony L. Wilson

President, Chief Executive Officer, and Director

Age 51

Elected in 2015. President since October 2015 and Chief Executive Officer and Director since January 2016.

Previously served as Executive Vice President from May 2015 to October 2015, Executive Vice President of Georgia Power from January 2012 to May 2015, and Vice President of Georgia Power from February 2007 to December 2011.

John W. Atherton

Vice President

Age 55

Elected in 2004. Vice President of Corporate Services and Community Relations since October 2012. Previously served as Vice President of External Affairs from January 2005 until October 2012.

A. Nicole Faulk

Vice President

Age 42

Elected in 2015. Vice President of Customer Services Organization effective April 2015. Previously served as Region Vice President for the West Region of Georgia Power from March 2015 through April 2015, Region Manager for the Metro West Region of Georgia Power from December 2011 to March 2015, and a director of Nuclear Development at Southern Nuclear from March 2010 to December 2011.

Moses H. Feagin

Vice President, Treasurer, and Chief Financial Officer

Age 51

Elected in 2010. Vice President, Treasurer, and Chief Financial Officer since August 2010.

R. Allen Reaves

Vice President

Age 56

Elected in 2010. Vice President and Senior Production Officer since August 2010.

Billy F. Thornton

Vice President

Age 55

Elected in 2012. Vice President of External Affairs since October 2012. Previously served as Director of External Affairs from October 2011 until October 2012, Director of Marketing from March 2011 through October 2011, and Major Account Sales Manager from June 2006 to March 2011.

Emile J. Troxclair, III

Vice President

Age 58

Elected in 2014. Vice President of Kemper Development since January 2015. Previously served as Vice President of Gasification for Lummus Technology Inc. from May 2013 through April 2014, Manager of E-Gas Technology for Phillips 66 from 2012 to May 2013, and Manager of E-Gas Technology for ConocoPhillips from 2003 to 2012.

The officers of Mississippi Power were elected at the meeting of the directors held on April 28, 2015 for a term of one year or until their successors are elected and have qualified, except for Mr. Wilson, whose election as President was effective October 19, 2015 and election as Chief Executive Officer was effective January 1, 2016.

Table of ContentsIndex to Financial Statements

PART II

Item 5. MARKET FOR REGISTRANTS' COMMON EQUITY, RELATED STOCKHOLDER MATTERS
AND ISSUER PURCHASES OF EQUITY SECURITIES

(a)(1) The common stock of Southern Company is listed and traded on the NYSE. The common stock is also traded on regional exchanges across the U.S. The high and low stock prices as reported on the NYSE for each quarter of the past two years were as follows:

	High	Low
2015		
First Quarter	\$53.16	\$43.55
Second Quarter	45.44	41.40
Third Quarter	46.84	41.81
Fourth Quarter	47.50	43.38
2014		
First Quarter	\$44.00	\$40.27
Second Quarter	46.81	42.55
Third Quarter	45.47	41.87
Fourth Quarter	51.28	43.55

There is no market for the other registrants' common stock, all of which is owned by Southern Company.

(a)(2) Number of Southern Company's common stockholders of record at January 31, 2016: 131,458

Each of the other registrants have one common stockholder, Southern Company.

(a)(3) Dividends on each registrant's common stock are payable at the discretion of their respective board of directors. The dividends on common stock declared by Southern Company and the traditional operating companies to their stockholder(s) for the past two years were as follows:

Registrant	Quarter	2015 (in thousands)	2014
Southern Company	First	\$478,454	\$450,991
	Second	493,161	469,198
	Third	493,382	471,044
	Fourth	493,884	474,428
Alabama Power	First	142,820	137,390
	Second	142,820	137,390
	Third	142,820	137,390
	Fourth	142,820	137,390
Georgia Power	First	258,570	238,400
	Second	258,570	238,400
	Third	258,570	238,400
	Fourth	258,570	238,400
Gulf Power	First	32,540	30,800
	Second	32,540	30,800
	Third	32,540	30,800
	Fourth	32,540	30,800
Mississippi Power	First	—	54,930
	Second	—	54,930
	Third	—	54,930
	Fourth	—	54,930

Table of ContentsIndex to Financial Statements

In 2015 and 2014, Southern Power Company paid dividends to Southern Company as follows:

Registrant	Quarter	2015 (in thousands)	2014
Southern Power Company	First	\$32,640	\$32,780
	Second	32,640	32,780
	Third	32,640	32,780
	Fourth	32,640	32,780

The dividend paid per share of Southern Company's common stock was 52.50¢ for the first quarter 2015 and 54.25¢ each for the second, third, and fourth quarters of 2015. In 2014, Southern Company paid a dividend per share of 50.75¢ for the first quarter and 52.50¢ each for the second, third, and fourth quarters.

The traditional operating companies and Southern Power Company can only pay dividends to Southern Company out of retained earnings or paid-in-capital.

(a)(4) Securities authorized for issuance under equity compensation plans.

See Part III, Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

(b) Use of Proceeds

Not applicable.

(c) Issuer Purchases of Equity Securities

None.

Item 6. SELECTED FINANCIAL DATA

	Page
Southern Company. See "SELECTED CONSOLIDATED FINANCIAL AND OPERATING DATA"	<u>II-128</u>
Alabama Power. See "SELECTED FINANCIAL AND OPERATING DATA"	<u>II-205</u>
Georgia Power. See "SELECTED FINANCIAL AND OPERATING DATA"	<u>II-289</u>
Gulf Power. See "SELECTED FINANCIAL AND OPERATING DATA"	<u>II-359</u>
Mississippi Power. See "SELECTED FINANCIAL AND OPERATING DATA"	<u>II-447</u>
Southern Power. See "SELECTED FINANCIAL AND OPERATING DATA"	<u>II-502</u>

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

	Page
Southern Company. See "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS"	<u>II-12</u>
Alabama Power. See "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS."	<u>II-135</u>
Georgia Power. See "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS."	<u>II-211</u>
Gulf Power. See "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS."	<u>II-295</u>
Mississippi Power. See "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS."	<u>II-366</u>
Southern Power. See "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS."	<u>II-453</u>

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See MANAGEMENT'S DISCUSSION AND ANALYSIS – FINANCIAL CONDITION AND LIQUIDITY – "Market Price Risk" of each of the registrants in Item 7 herein and Note 1 of each of the registrant's financial statements under "Financial Instruments" in Item 8 herein. See also Note 10 to the financial statements of Southern Company, Alabama Power, and Georgia

II-2

[Table of Contents](#)

[Index to Financial Statements](#)

Power, Note 9 to the financial statements of Gulf Power and Mississippi Power, and Note 8 to the financial statements of Southern Power in Item 8 herein.

II-3

Table of Contents

Index to Financial Statements

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
INDEX TO 2015 FINANCIAL STATEMENTS

	Page
<u>The Southern Company and Subsidiary Companies:</u>	
<u>Management's Report on Internal Control Over Financial Reporting</u>	II-8
<u>Report of Independent Registered Public Accounting Firm</u>	II-9
<u>Consolidated Statements of Income for the Years Ended December 31, 2015, 2014, and 2013</u>	II-52
<u>Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2015, 2014, and 2013</u>	II-53
<u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2015, 2014, and 2013</u>	II-54
<u>Consolidated Balance Sheets at December 31, 2015 and 2014</u>	II-55
<u>Consolidated Statements of Capitalization at December 31, 2015 and 2014</u>	II-57
<u>Consolidated Statements of Common Stockholders' Equity for the Years Ended December 31, 2015, 2014, and 2013</u>	II-59
<u>Notes to Financial Statements</u>	II-60
 <u>Alabama Power:</u>	
<u>Management's Report on Internal Control Over Financial Reporting</u>	II-131
<u>Report of Independent Registered Public Accounting Firm</u>	II-132
<u>Statements of Income for the Years Ended December 31, 2015, 2014, and 2013</u>	II-159
<u>Statements of Comprehensive Income for the Years Ended December 31, 2015, 2014, and 2013</u>	II-160
<u>Statements of Cash Flows for the Years Ended December 31, 2015, 2014, and 2013</u>	II-161
<u>Balance Sheets at December 31, 2015 and 2014</u>	II-162
<u>Statements of Capitalization at December 31, 2015 and 2014</u>	II-164
<u>Statements of Common Stockholder's Equity for the Years Ended December 31, 2015, 2014, and 2013</u>	II-165
<u>Notes to Financial Statements</u>	II-166
 <u>Georgia Power:</u>	
<u>Management's Report on Internal Control Over Financial Reporting</u>	II-208
<u>Report of Independent Registered Public Accounting Firm</u>	II-209
<u>Statements of Income for the Years Ended December 31, 2015, 2014, and 2013</u>	II-239
<u>Statements of Comprehensive Income for the Years Ended December 31, 2015, 2014, and 2013</u>	II-240
<u>Statements of Cash Flows for the Years Ended December 31, 2015, 2014, and 2013</u>	II-241
<u>Balance Sheets at December 31, 2015 and 2014</u>	II-242
<u>Statements of Capitalization at December 31, 2015 and 2014</u>	II-244
<u>Statements of Common Stockholder's Equity for the Years Ended December 31, 2015, 2014, and 2013</u>	II-245
<u>Notes to Financial Statements</u>	II-246
 <u>Gulf Power:</u>	
<u>Management's Report on Internal Control Over Financial Reporting</u>	II-292
<u>Report of Independent Registered Public Accounting Firm</u>	II-293
<u>Statements of Income for the Years Ended December 31, 2015, 2014, and 2013</u>	II-319
<u>Statements of Comprehensive Income for the Years Ended December 31, 2015, 2014, and 2013</u>	II-320
<u>Statements of Cash Flows for the Years Ended December 31, 2015, 2014, and 2013</u>	II-321
<u>Balance Sheets at December 31, 2015 and 2014</u>	II-322
<u>Statements of Capitalization at December 31, 2015 and 2014</u>	II-324
<u>Statements of Common Stockholder's Equity for the Years Ended December 31, 2015, 2014, and 2013</u>	II-325
<u>Notes to Financial Statements</u>	II-326

II-4

Table of ContentsIndex to Financial Statements

	Page
<u>Mississippi Power:</u>	
<u>Management's Report on Internal Control Over Financial Reporting</u>	II-362
<u>Report of Independent Registered Public Accounting Firm</u>	II-363
<u>Statements of Operations for the Years Ended December 31, 2015, 2014, and 2013</u>	II-399
<u>Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2015, 2014, and 2013</u>	II-400
<u>Statements of Cash Flows for the Years Ended December 31, 2015, 2014, and 2013</u>	II-401
<u>Balance Sheets at December 31, 2015 and 2014</u>	II-402
<u>Statements of Capitalization at December 31, 2015 and 2014</u>	II-404
<u>Statements of Common Stockholder's Equity for the Years Ended December 31, 2015, 2014, and 2013</u>	II-405
<u>Notes to Financial Statements</u>	II-406
 <u>Southern Power and Subsidiary Companies:</u>	
<u>Management's Report on Internal Control Over Financial Reporting</u>	II-450
<u>Report of Independent Registered Public Accounting Firm</u>	II-451
<u>Consolidated Statements of Income for the Years Ended December 31, 2015, 2014, and 2013</u>	II-473
<u>Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2015, 2014, and 2013</u>	II-474
<u>Consolidated Statements of Cash Flows for the Years Ended December 31, 2015, 2014, and 2013</u>	II-475
<u>Consolidated Balance Sheets at December 31, 2015 and 2014</u>	II-476
<u>Consolidated Statements of Common Stockholders' Equity for the Years Ended December 31, 2015, 2014, and 2013</u>	II-478
<u>Notes to Financial Statements</u>	II-479

Table of Contents

Index to Financial Statements

Item CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL
9. DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Disclosure Controls And Procedures.

As of the end of the period covered by this Annual Report on Form 10-K, Southern Company, Alabama Power, Georgia Power, Gulf Power, Mississippi Power, and Southern Power Company conducted separate evaluations under the supervision and with the participation of each company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended). Based upon these evaluations, the Chief Executive Officer and the Chief Financial Officer, in each case, concluded that the disclosure controls and procedures are effective.

Internal Control Over Financial Reporting.

(a) Management's Annual Report on Internal Control Over Financial Reporting.

Southern Company's Management's Report on Internal Control Over Financial Reporting is included on page II-8 of this Form 10-K.

Alabama Power's Management's Report on Internal Control Over Financial Reporting is included on page II-131 of this

Form 10-K.

Georgia Power's Management's Report on Internal Control Over Financial Reporting is included on page II-208 of this Form 10-K.

Gulf Power's Management's Report on Internal Control Over Financial Reporting is included on page II-292 of this Form 10-K.

Mississippi Power's Management's Report on Internal Control Over Financial Reporting is included on page II-362 of this Form 10-K.

Southern Power's Management's Report on Internal Control Over Financial Reporting is included on page II-450 of this

Form 10-K.

(b) Attestation Report of the Registered Public Accounting Firm.

The report of Deloitte & Touche LLP, Southern Company's independent registered public accounting firm, regarding Southern Company's Internal Control over Financial Reporting is included on page II-9 of this Form 10-K. This report is not applicable to Alabama Power, Georgia Power, Gulf Power, Mississippi Power, and Southern Power as these companies are not accelerated filers or large accelerated filers.

(c) Changes in internal control over financial reporting.

There have been no changes in Southern Company's, Alabama Power's, Georgia Power's, Gulf Power's, Mississippi Power's, or Southern Power Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) during the fourth quarter 2015 that have materially affected or are reasonably likely to materially affect Southern Company's, Alabama Power's, Georgia Power's, Gulf Power's, Mississippi Power's, or Southern Power Company's internal control over financial reporting.

Item 9B. OTHER INFORMATION

None.

[Table of Contents](#)

[Index to Financial Statements](#)

THE SOUTHERN COMPANY
AND SUBSIDIARY COMPANIES
FINANCIAL SECTION

II-7

Table of Contents

Index to Financial Statements

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Southern Company and Subsidiary Companies 2015 Annual Report

The management of The Southern Company (Southern Company) is responsible for establishing and maintaining an adequate system of internal control over financial reporting as required by the Sarbanes-Oxley Act of 2002 and as defined in Exchange Act Rule 13a-15(f). A control system can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Under management's supervision, an evaluation of the design and effectiveness of Southern Company's internal control over financial reporting was conducted based on the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that Southern Company's internal control over financial reporting was effective as of December 31, 2015.

Deloitte & Touche LLP, an independent registered public accounting firm, as auditors of Southern Company's financial statements, has issued an attestation report on the effectiveness of Southern Company's internal control over financial reporting as of December 31, 2015. Deloitte & Touche LLP's report on Southern Company's internal control over financial reporting is included herein.

/s/ Thomas A. Fanning

Thomas A. Fanning

Chairman, President, and Chief Executive Officer

/s/ Art P. Beattie

Art P. Beattie

Executive Vice President and Chief Financial Officer

February 26, 2016

Table of Contents

Index to Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
The Southern Company

We have audited the accompanying consolidated balance sheets and consolidated statements of capitalization of The Southern Company and Subsidiary Companies (the Company) as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2015. We also have audited the Company's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting (page II-8). Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements (pages II-52 to II-126) referred to above present fairly, in all material respects, the financial position of Southern Company and Subsidiary Companies as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the criteria established in Internal Control - Integrated Framework

(2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ Deloitte & Touche LLP

Atlanta, Georgia

February 26, 2016

II-9

Table of Contents

Index to Financial Statements

DEFINITIONS

Term	Meaning
2012 MPSC CPCN Order	A detailed order issued by the Mississippi PSC in April 2012 confirming the CPCN originally approved by the Mississippi PSC in 2010 authorizing acquisition, construction, and operation of the Kemper IGCC
2013 ARP	Alternative Rate Plan approved by the Georgia PSC for Georgia Power for the years 2014 through 2016
AFUDC	Allowance for funds used during construction
AGL Resources	AGL Resources Inc.
Alabama Power	Alabama Power Company
APA	Asset purchase agreement
ASC	Accounting Standards Codification
Baseload Act	State of Mississippi legislation designed to enhance the Mississippi PSC's authority to facilitate development and construction of baseload generation in the State of Mississippi
Bridge Agreement	Senior unsecured Bridge Credit Agreement, dated as of September 30, 2015, among Southern Company, the lenders identified therein, and Citibank, N.A.
CCR	Coal combustion residuals
Clean Air Act	Clean Air Act Amendments of 1990
CO ₂	Carbon dioxide
COD	Commercial operation date
CPCN	Certificate of public convenience and necessity
CWIP	Construction work in progress
DOE	U.S. Department of Energy
EPA	U.S. Environmental Protection Agency
FERC	Federal Energy Regulatory Commission
FFB	Federal Financing Bank
GAAP	U.S. generally accepted accounting principles
Georgia Power	Georgia Power Company
Gulf Power	Gulf Power Company
IGCC	Integrated coal gasification combined cycle
IRS	Internal Revenue Service
ITC	Investment tax credit
Kemper IGCC	IGCC facility under construction by Mississippi Power in Kemper County, Mississippi
KWH	Kilowatt-hour
LIBOR	London Interbank Offered Rate
Merger	The merger of Merger Sub with and into AGL Resources on the terms and subject to the conditions set forth in the Merger Agreement, with AGL Resources continuing as the surviving corporation and a wholly-owned, direct subsidiary of Southern Company
Merger Agreement	Agreement and Plan of Merger, dated as of August 23, 2015, among Southern Company, AGL Resources, and Merger Sub
Merger Sub	AMS Corp., a wholly-owned, direct subsidiary of Southern Company
Mirror CWIP	A regulatory liability account for use in mitigating future rate impacts for Mississippi Power customers
Mississippi Power	Mississippi Power Company
mmBtu	Million British thermal units

Moody's
MPUS
MW
NCCR

Moody's Investors Service, Inc.
Mississippi Public Utilities Staff
Megawatt
Georgia Power's Nuclear Construction Cost Recovery

II-10

Table of ContentsIndex to Financial Statements

DEFINITIONS

(continued)

Term	Meaning
NDR	Alabama Power's Natural Disaster Reserve
NRC	U.S. Nuclear Regulatory Commission
OCI	Other comprehensive income
Plant Vogtle Units 3 and 4	Two new nuclear generating units under construction at Georgia Power's Plant Vogtle
power pool	The operating arrangement whereby the integrated generating resources of the traditional operating companies and Southern Power Company (excluding subsidiaries) are subject to joint commitment and dispatch in order to serve their combined load obligations
PPA	Power purchase agreement
PSC	Public Service Commission
Rate CNP	Alabama Power's Rate Certificated New Plant
Rate CNP Compliance	Alabama Power's Rate Certificated New Plant Compliance
Rate CNP Environmental	Alabama Power's Rate Certificated New Plant Environmental
Rate CNP PPA	Alabama Power's Rate Certificated New Plant Power Purchase Agreement
Rate ECR	Alabama Power's Rate Energy Cost Recovery
Rate NDR	Alabama Power's Rate Natural Disaster Reserve
Rate RSE	Alabama Power's Rate Stabilization and Equalization plan
ROE	Return on equity
S&P	Standard and Poor's Rating Services, a division of The McGraw Hill Companies, Inc.
SCS	Southern Company Services, Inc. (the Southern Company system service company)
SEC	U.S. Securities and Exchange Commission
SEGCO	Southern Electric Generating Company
SMEPA	South Mississippi Electric Power Association
Southern Company system	The Southern Company, the traditional operating companies, Southern Power, SEGCO, Southern Nuclear, SCS, SouthernLINC Wireless, and other subsidiaries
SouthernLINC Wireless	Southern Communications Services, Inc.
Southern Nuclear	Southern Nuclear Operating Company, Inc.
Southern Power	Southern Power Company and its subsidiaries
traditional operating companies	Alabama Power, Georgia Power, Gulf Power, and Mississippi Power

II-11

Table of Contents

Index to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Southern Company and Subsidiary Companies 2015 Annual Report

OVERVIEW

Business Activities

The Southern Company (Southern Company or the Company) is a holding company that owns all of the common stock of the traditional operating companies and Southern Power Company and owns other direct and indirect subsidiaries. The primary business of the Southern Company system is electricity sales by the traditional operating companies and Southern Power. The four traditional operating companies are vertically integrated utilities providing electric service in four Southeastern states. Southern Power constructs, acquires, owns, and manages generation assets, including renewable energy projects, and sells electricity at market-based rates in the wholesale market.

Many factors affect the opportunities, challenges, and risks of the Southern Company system's electricity business. These factors include the traditional operating companies' ability to maintain a constructive regulatory environment, to maintain and grow energy sales, and to effectively manage and secure timely recovery of costs. These costs include those related to projected long-term demand growth, increasingly stringent environmental standards, reliability, fuel, capital expenditures, including new plants, and restoration following major storms. Construction continues on Plant Vogtle Units 3 and 4 (45.7% ownership interest by Georgia Power in the two units, each with approximately 1,100 MWs) and Mississippi Power's 582-MW Kemper IGCC. On December 3, 2015, the Mississippi PSC issued an order, based on a stipulation between Mississippi Power and the MPUS, authorizing Mississippi Power to implement rates that provide for the recovery of approximately \$126 million annually related to Kemper IGCC assets previously placed in service. Further proceedings related to cost recovery for the Kemper IGCC are expected after the remainder of the Kemper IGCC is placed in service which is currently expected in the third quarter 2016. See Note 3 to the financial statements under "Integrated Coal Gasification Combined Cycle" for additional information. In addition, on December 31, 2015, Georgia Power and the other parties to the commercial litigation related to the construction of Plant Vogtle Units 3 and 4 entered into a settlement agreement resulting in the dismissal of the litigation. See Note 3 to the financial statements under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" for more information.

Each of the traditional operating companies has various regulatory mechanisms that operate to address cost recovery. Effectively operating pursuant to these regulatory mechanisms and appropriately balancing required costs and capital expenditures with customer prices will continue to challenge the Southern Company system for the foreseeable future. See Note 3 to the financial statements under "Retail Regulatory Matters" and "Integrated Coal Gasification Combined Cycle" for additional information.

Another major factor is the profitability of the competitive market-based wholesale generating business. Southern Power's strategy is to acquire, construct, and sell power plants, including renewable energy projects, and to enter into PPAs primarily with investor-owned utilities, independent power producers, municipalities, and electric cooperatives. Southern Company's other business activities include investments in leveraged lease projects and telecommunications. Management continues to evaluate the contribution of each of these activities to total shareholder return and may pursue acquisitions and dispositions accordingly.

Proposed Merger with AGL Resources

On August 23, 2015, Southern Company entered into the Merger Agreement to acquire AGL Resources. Under the terms of the Merger Agreement, subject to the satisfaction or waiver (if permissible under applicable law) of specified conditions, Merger Sub will be merged with and into AGL Resources. AGL Resources will survive the Merger and become a wholly-owned, direct subsidiary of Southern Company. Upon the consummation of the Merger, each share of common stock of AGL Resources issued and outstanding immediately prior to the effective time of the Merger (Effective Time), other than shares owned by AGL Resources as treasury stock, shares owned by a subsidiary of AGL Resources, and any shares owned by shareholders who have properly exercised and perfected dissenters' rights, will be converted into the right to receive \$66 in cash, without interest and less any applicable withholding taxes (Merger Consideration). Other equity-based securities of AGL Resources will be cancelled for cash consideration or converted

into new awards from Southern Company as described in the Merger Agreement.

Southern Company intends to initially fund the cash consideration for the Merger using a mix of debt and equity. Southern Company finances its capital needs on a portfolio basis and expects to issue approximately \$8.0 billion in debt prior to closing the Merger and approximately \$1.2 billion in equity during 2016. This capital is expected to provide funding for the Merger, Southern Power growth opportunities, and other Southern Company system capital projects. In addition, Southern Company entered into the \$8.1 billion Bridge Agreement on September 30, 2015 to provide financing for the Merger in the event long-term financing is not available.

The Merger was approved by AGL Resources' shareholders on November 19, 2015, and the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 expired on December 4, 2015. Consummation of the Merger remains subject

II-12

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

to the satisfaction or waiver of certain closing conditions, including, among others, (i) the approval of the California Public Utilities Commission, Georgia PSC, Illinois Commerce Commission, Maryland PSC, and New Jersey Board of Public Utilities, and other approvals required under applicable state laws, and the approval of the Federal Communications Commission (FCC) for the transfer of control over the FCC licenses of certain subsidiaries of AGL Resources, (ii) the absence of a judgment, order, decision, injunction, ruling, or other finding or agency requirement of a governmental entity prohibiting the consummation of the Merger, and (iii) other customary closing conditions, including (a) subject to certain materiality qualifiers, the accuracy of each party's representations and warranties and (b) each party's performance in all material respects of its obligations under the Merger Agreement. Southern Company completed the required state regulatory applications in the fourth quarter 2015 and the required FCC filings in February 2016. On February 24, 2016, a stipulation and settlement agreement between Southern Company, AGL Resources, the Maryland PSC Staff, and the Maryland Office of People's Counsel was filed with the Maryland PSC. The proposed settlement remains subject to the approval of the Maryland PSC. Additionally, Southern Company received the approval of the Virginia State Corporation Commission in February 2016.

Subject to certain limitations, either party may terminate the Merger Agreement if the Merger is not consummated by August 23, 2016, which date may be extended by either party to February 23, 2017 if, on August 23, 2016, all conditions to closing other than those relating to (i) regulatory approvals and (ii) the absence of legal restraints preventing consummation of the Merger (to the extent relating to regulatory approvals) have been satisfied. Upon termination of the Merger Agreement under certain specified circumstances, AGL Resources will be required to pay Southern Company a termination fee of \$201 million or reimburse Southern Company's expenses up to \$5 million (which reimbursement shall reduce on a dollar-for-dollar basis any termination fee subsequently payable by AGL Resources). Southern Company currently expects to complete the transaction in the second half of 2016.

Prior to the Merger, Southern Company and AGL Resources will continue to operate as separate companies.

Accordingly, except for specific references to the pending Merger, the descriptions of strategy and outlook and the risks and challenges Southern Company faces, and the discussion and analysis of results of operations and financial condition set forth herein relate solely to Southern Company. See Note 12 to the financial statements under "Southern Company – Proposed Merger with AGL Resources" and RISK FACTORS in Item 1A for additional information regarding the Merger and the various risks related thereto.

During 2015, the Company incurred external transaction costs for financing, legal, and consulting services associated with the proposed Merger of approximately \$41 million.

The ultimate outcome of these matters cannot be determined at this time.

Key Performance Indicators

In striving to achieve superior risk-adjusted returns while providing cost-effective energy to more than four million customers, the Southern Company system continues to focus on several key performance indicators. These indicators include customer satisfaction, plant availability, system reliability, execution of major construction projects, and earnings per share (EPS). Southern Company's financial success is directly tied to customer satisfaction. Key elements of ensuring customer satisfaction include outstanding service, high reliability, and competitive prices. Management uses customer satisfaction surveys and reliability indicators to evaluate the results of the Southern Company system. Peak season equivalent forced outage rate (Peak Season EFOR) is an indicator of fossil/hydro plant availability and efficient generation fleet operations during the months when generation needs are greatest. The rate is calculated by dividing the number of hours of forced outages by total generation hours. The Southern Company system's fossil/hydro 2015 Peak Season EFOR was better than the target. Transmission and distribution system reliability performance is measured by the frequency and duration of outages. Performance targets for reliability are set internally based on historical performance. The Southern Company system's performance for 2015 was below the target for these transmission and distribution reliability measures primarily due to the level of storm activity in the service territory during the year. Primarily as a result of charges for estimated probable losses related to construction

of the Kemper IGCC, Southern Company's EPS for 2015 did not meet the target on a GAAP basis. See RESULTS OF OPERATIONS – "Estimated Loss on Kemper IGCC" herein and Note 3 to the financial statements under "Integrated Coal Gasification Combined Cycle" for additional information.

II-13

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Excluding the charges for estimated probable losses related to construction of the Kemper IGCC, AGL Resources acquisition costs, and additional costs related to an insurance settlement, Southern Company's 2015 results compared with its targets for some of these key indicators are reflected in the following chart:

Key Performance Indicator	2015	2015
	Target Performance	Actual Performance
System Customer Satisfaction	Top quartile in customer surveys	Top quartile
Peak Season System EFOR — fossil/hydro	6.02% or less	1.40%
Basic EPS — As Reported	\$2.76-\$2.88	\$2.60
Estimated Loss on Kemper IGCC ^(a)		\$0.25
AGL Resources Acquisition Costs ^(b)		\$0.03
Additional MC Asset Recovery Settlement Costs ^(c)		\$0.01
EPS, excluding items*		\$2.89

* The following three items are excluded from the EPS calculation:

The estimated probable losses of \$226 million after-tax, or \$0.25 per share, related to Mississippi Power's construction of the Kemper IGCC. The estimated probable losses related to the construction of the Kemper IGCC significantly impacted the presentation of EPS in the table above, and any similar charges are items that may occur with uncertain frequency in the future. See RESULTS OF OPERATIONS – "Estimated Loss on Kemper IGCC" herein and Note 3 to the financial statements under "Integrated Coal Gasification Combined Cycle" for additional information.

The \$31 million after-tax, or \$0.03 per share, related to costs of the proposed Merger. Further costs related to the proposed Merger are expected to continue to occur in connection with closing the proposed Merger and supporting the related integration. See "Proposed Merger with AGL Resources" herein and Note 12 to the financial statements under "Southern Company – Proposed Merger with AGL Resources" for additional information.

Additional insurance settlement costs of \$4 million after-tax, or \$0.01 per share, related to the March 2009 litigation settlement with MC Asset Recovery, LLC. Further costs related to the litigation settlement are not expected.

EPS, excluding items does not reflect EPS as calculated in accordance with GAAP. Southern Company management uses the non-GAAP measure of EPS, excluding these items, to evaluate the performance of Southern Company's ongoing business activities and its 2015 performance on a basis consistent with the assumptions used in developing the 2015 performance targets and to compare certain results to prior periods. Southern Company believes this presentation is useful to investors by providing additional information for purposes of evaluating the performance of Southern Company's business activities. This presentation is not meant to be considered a substitute for financial measures prepared in accordance with GAAP.

See RESULTS OF OPERATIONS herein for additional information on the Company's financial performance.

Earnings

Consolidated net income attributable to Southern Company was \$2.4 billion in 2015, an increase of \$404 million, or 20.6%, from the prior year. The increase was primarily related to lower pre-tax charges of \$365 million (\$226 million after tax) recorded in 2015 compared to pre-tax charges of \$868 million (\$536 million after tax) recorded in 2014 for revisions of the estimated costs expected to be incurred on Mississippi Power's construction of the Kemper IGCC and an increase in retail base rates. The increases were partially offset by increases in non-fuel operations and maintenance expenses and depreciation and amortization.

Consolidated net income attributable to Southern Company was \$2.0 billion in 2014, an increase of \$319 million, or 19.4%, from the prior year. The increase was primarily related to an increase in retail base rates, as well as colder

weather in the first quarter 2014 and warmer weather in the second and third quarters 2014 as compared to the corresponding periods in 2013. The increase in net income was also the result of lower pre-tax charges of \$868 million (\$536 million after tax) recorded in 2014 compared to pre-tax charges of \$1.2 billion (\$729 million after tax) recorded in 2013 for revisions of the estimated costs expected to be incurred on Mississippi Power's construction of the Kemper IGCC. These increases were partially offset by increases in non-fuel operations and maintenance expenses.

Basic EPS was \$2.60 in 2015, \$2.19 in 2014, and \$1.88 in 2013. Diluted EPS, which factors in additional shares related to stock-based compensation, was \$2.59 in 2015, \$2.18 in 2014, and \$1.87 in 2013. EPS for 2015 was negatively impacted by \$0.04 per share as a result of an increase in the average shares outstanding. See FINANCIAL CONDITION AND LIQUIDITY – "Financing Activities" herein for additional information.

Dividends

Southern Company has paid dividends on its common stock since 1948. Dividends paid per share of common stock were \$2.1525 in 2015, \$2.0825 in 2014, and \$2.0125 in 2013. In January 2016, Southern Company declared a quarterly dividend of 54.25 cents per share. This is the 273rd consecutive quarter that Southern Company has paid a dividend equal to or higher than the previous quarter. For 2015, the actual dividend payout ratio was 83%, while the payout ratio of net income excluding estimated probable

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

losses relating to Mississippi Power's construction of the Kemper IGCC, AGL Resources acquisition costs, and additional costs related to an insurance settlement was 75%.

RESULTS OF OPERATIONS

Discussion of the results of operations is divided into two parts – the Southern Company system's primary business of electricity sales and its other business activities.

	Amount 2015 (in millions)	2014	2013
Electricity business	\$2,401	\$1,969	\$1,652
Other business activities	(34)	(6)	(8)
Net Income	\$2,367	\$1,963	\$1,644

Electricity Business

Southern Company's electric utilities generate and sell electricity to retail and wholesale customers primarily in the Southeast.

A condensed statement of income for the electricity business follows:

	Amount 2015 (in millions)	Increase (Decrease) from Prior Year 2015	2014
Electric operating revenues	\$17,442	\$(964)	\$1,371
Fuel	4,750	(1,255)	495
Purchased power	645	(27)	211
Other operations and maintenance	4,292	33	481
Depreciation and amortization	2,020	91	43
Taxes other than income taxes	995	16	47
Estimated loss on Kemper IGCC	365	(503)	(312)
Total electric operating expenses	13,067	(1,645)	965
Operating income	4,375	681	406
Allowance for equity funds used during construction	226	(19)	55
Interest income	22	4	—
Interest expense, net of amounts capitalized	774	(20)	6
Other income (expense), net	(54)	19	(18)
Income taxes	1,326	273	118
Net income	2,469	432	319
Less:			
Dividends on preferred and preference stock of subsidiaries	54	(14)	2
Net income attributable to noncontrolling interests	14	14	—
Net Income Attributable to Southern Company	\$2,401	\$432	\$317

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Electric Operating Revenues

Electric operating revenues for 2015 were \$17.4 billion, reflecting a \$964 million decrease from 2014. Details of electric operating revenues were as follows:

	Amount 2015 (in millions)	2014
Retail — prior year	\$15,550	\$14,541
Estimated change resulting from —		
Rates and pricing	375	300
Sales growth	50	35
Weather	(59)	236
Fuel and other cost recovery	(929)	438
Retail — current year	14,987	15,550
Wholesale revenues	1,798	2,184
Other electric operating revenues	657	672
Electric operating revenues	\$17,442	\$18,406
Percent change	(5.2)%	8.0 %

Retail revenues decreased \$563 million, or 3.6%, in 2015 as compared to the prior year. The significant factors driving this change are shown in the preceding table. The increase in rates and pricing in 2015 was primarily due to increased revenues at Alabama Power, associated with an increase in rates under Rate RSE, and at Georgia Power, related to base tariff increases approved by the Georgia PSC in accordance with the 2013 ARP, and increases in collections for financing costs related to the construction of Plant Vogtle Units 3 and 4 through the NCCR tariff, all effective January 1, 2015, as well as higher contributions from variable demand-driven pricing from commercial and industrial customers. The increase in rates and pricing was also due to the implementation of rates for the Kemper IGCC that began in August 2015 at Mississippi Power. The increase was partially offset by the correction of an error affecting billings since 2013 to a small number of large commercial and industrial customers under a rate plan allowing for variable demand-driven pricing at Georgia Power.

Retail revenues increased \$1.0 billion, or 6.9%, in 2014 as compared to the prior year. The significant factors driving this change are shown in the preceding table. The increase in rates and pricing in 2014 was primarily due to increased revenues at Georgia Power related to base tariff increases effective January 1, 2014, as approved by the Georgia PSC in accordance with the 2013 ARP, and increases in collections for financing costs related to the construction of Plant Vogtle Units 3 and 4 through the NCCR tariff, as well as higher contributions from variable demand-driven pricing from commercial and industrial customers. Also contributing to the increase were increased revenues at Alabama Power associated with Rate CNP Environmental primarily resulting from the inclusion of pre-2005 environmental assets and increased revenues at Gulf Power primarily resulting from a retail base rate increase and an increase in the environmental cost recovery clause rate, both effective January 2014, as approved by the Florida PSC.

See Note 3 to the financial statements under "Retail Regulatory Matters – Alabama Power – Rate RSE," "–Rate CNP," "–Georgia Power – Rate Plans," "–Gulf Power – Retail Base Rate Case," and "Integrated Coal Gasification Combined Cycle – Rate Recovery of Kemper IGCC Costs" and Note 1 to the financial statements under "General" for additional information. Also see "Energy Sales" below for a discussion of changes in the volume of energy sold, including changes related to sales growth (decline) and weather.

Electric rates for the traditional operating companies include provisions to adjust billings for fluctuations in fuel costs, including the energy component of purchased power costs. Under these provisions, fuel revenues generally equal fuel expenses, including the energy component of purchased power costs, and do not affect net income. The traditional operating companies may also have one or more regulatory mechanisms to recover other costs such as environmental

and other compliance costs, storm damage, new plants, and PPAs.

Wholesale revenues consist of PPAs primarily with investor-owned utilities and electric cooperatives and short-term opportunity sales. Wholesale revenues from PPAs (other than solar and wind PPAs) have both capacity and energy components. Capacity revenues reflect the recovery of fixed costs and a return on investment. Energy revenues will vary depending on fuel prices, the market prices of wholesale energy compared to the Southern Company system's generation, demand for energy within the

II-16

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Southern Company system's service territory, and the availability of the Southern Company system's generation. Increases and decreases in energy revenues that are driven by fuel prices are accompanied by an increase or decrease in fuel costs and do not have a significant impact on net income. Wholesale revenues at Mississippi Power include FERC-regulated municipal and rural association sales as well as market-based sales. Short-term opportunity sales are made at market-based rates that generally provide a margin above the Southern Company system's variable cost to produce the energy.

Wholesale revenues from power sales were as follows:

	2015	2014	2013
	(in millions)		
Capacity and other	\$875	\$974	\$971
Energy	923	1,210	884
Total	\$1,798	\$2,184	\$1,855

In 2015, wholesale revenues decreased \$386 million, or 17.7%, as compared to the prior year due to a \$287 million decrease in energy revenues and a \$99 million decrease in capacity revenues. The decreases in energy revenues were primarily related to lower fuel costs and lower customer demand due to milder weather as compared to the prior year, partially offset by increases in energy revenues from new solar and wind PPAs at Southern Power. The decreases in capacity revenues were primarily due to the expiration of wholesale contracts in December 2014 at Georgia Power, unit retirements at Georgia Power, and PPA expirations at Southern Power. See FUTURE EARNINGS POTENTIAL – "Other Matters" for information regarding the expiration of long-term sales agreements at Gulf Power for Plant Scherer Unit 3, which will impact future wholesale earnings.

In 2014, wholesale revenues increased \$329 million, or 17.7%, as compared to the prior year due to a \$326 million increase in energy revenues and a \$3 million increase in capacity revenues. The increase in energy revenues was primarily related to increased revenue under existing contracts as well as new solar PPAs and requirements contracts primarily at Southern Power, increased demand resulting from colder weather in the first quarter 2014 as compared to the corresponding period in 2013, and an increase in the average cost of natural gas. The increase in capacity revenues was primarily due to wholesale base rate increases at Mississippi Power, partially offset by a decrease in capacity revenues primarily due to lower customer demand and the expiration of certain requirements contracts at Southern Power.

Other Electric Revenues

Other electric revenues decreased \$15 million, or 2.2%, and increased \$33 million, or 5.2%, in 2015 and 2014, respectively, as compared to the prior years. The 2015 decrease was primarily due to a \$16 million decrease in transmission revenues at Georgia Power primarily as a result of a contract that expired in December 2014 and a \$13 million decrease in co-generation steam revenues at Alabama Power, partially offset by an \$11 million increase in outdoor lighting revenues at Georgia Power. The 2014 increase was primarily due to increases in open access transmission tariff revenues and transmission service revenues primarily at Alabama Power and Georgia Power, an increase in co-generation steam revenues at Alabama Power, increases in outdoor lighting and solar application fee revenues at Georgia Power, as well as an increase in franchise fees at Gulf Power due to increased retail revenues.

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Energy Sales

Changes in revenues are influenced heavily by the change in the volume of energy sold from year to year. KWH sales for 2015 and the percent change from the prior year were as follows:

	Total KWHs 2015 (in billions)	Total KWH Percent Change		Weather-Adjusted Percent Change	
		2015	2014	2015*	2014
Residential	52.1	(2.3)%	5.5 %	0.4 %	— %
Commercial	53.5	0.5)	1.3)	0.9)	(0.4)
Industrial	54.0	(0.4)	3.3)	(0.3)	3.3)
Other	0.9	(1.4)	0.9)	(1.3)	0.7)
Total retail	160.5	(0.7)	3.3)	0.3 %	0.9 %
Wholesale	30.5	(7.0)	21.7)		
Total energy sales	191.0	(1.8)%	6.0 %		

In the first quarter 2015, Mississippi Power updated the methodology to estimate the unbilled revenue allocation among customer classes. This change did not have a significant impact on net income. The KWH sales variances in the above table reflect an adjustment to the estimated allocation of Mississippi Power's unbilled 2014 KWH sales among customer classes that is consistent with the actual allocation in 2015. Without this adjustment, 2015 weather-adjusted commercial sales increased 0.8% and industrial KWH sales decreased 0.4% as compared to the corresponding period in 2014.

Changes in retail energy sales are generally the result of changes in electricity usage by customers, changes in weather, and changes in the number of customers. Retail energy sales decreased 1.2 billion KWHs in 2015 as compared to the prior year. This decrease was primarily the result of milder weather in the first and fourth quarters of 2015 as compared to the corresponding periods in 2014 and decreased customer usage, partially offset by customer growth. Weather-adjusted commercial KWH sales increased primarily due to customer growth and increased customer usage. Weather-adjusted residential KWH sales increased primarily due to customer growth, partially offset by decreased customer usage. Household income, one of the primary drivers of residential customer usage, had modest growth in 2015. The decrease in industrial KWH energy sales was primarily due to decreased sales in the primary metals, chemicals, and paper sectors, partially offset by increased sales in the transportation, stone, clay, and glass, pipeline, lumber, and petroleum sectors. A strong dollar, low oil prices, and weak global economic growth conditions constrained the industrial sector in 2015.

Retail energy sales increased 5.2 billion KWHs in 2014 as compared to the prior year. This increase was primarily the result of colder weather in the first quarter 2014 and warmer weather in the second and third quarters 2014 as compared to the corresponding periods in 2013 and customer growth, partially offset by a decrease in customer usage. The increase in industrial KWH energy sales was primarily due to increased sales in the primary metals, chemicals, paper, non-manufacturing, transportation, and stone, clay, and glass sectors. Weather-adjusted commercial KWH energy sales decreased primarily due to decreased customer usage, partially offset by customer growth.

Weather-adjusted residential KWH energy sales were flat compared to the prior year as a result of customer growth offset by decreased customer usage. Household income, one of the primary drivers of residential customer usage, was flat in 2014.

See "Electric Operating Revenues" above for a discussion of significant changes in wholesale revenues related to changes in price and KWH sales.

Fuel and Purchased Power Expenses

Fuel costs constitute the single largest expense for the electric utilities. The mix of fuel sources for generation of electricity is determined primarily by demand, the unit cost of fuel consumed, and the availability of generating units.

Additionally, the electric utilities purchase a portion of their electricity needs from the wholesale market.

II-18

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Details of the Southern Company system's generation and purchased power were as follows:

	2015	2014	2013
Total generation (billions of KWHs)	187	191	179
Total purchased power (billions of KWHs)	13	12	12
Sources of generation (percent) —			
Coal	34	42	39
Nuclear	16	16	17
Gas	46	39	40
Hydro	3	3	4
Other Renewables	1	—	—
Cost of fuel, generated (cents per net KWH) —			
Coal	3.55	3.81	4.01
Nuclear	0.79	0.87	0.87
Gas	2.60	3.63	3.29
Average cost of fuel, generated (cents per net KWH)	2.64	3.25	3.17
Average cost of purchased power (cents per net KWH)*	6.11	7.13	5.27

* Average cost of purchased power includes fuel purchased by the Southern Company system for tolling agreements where power is generated by the provider.

In 2015, total fuel and purchased power expenses were \$5.4 billion, a decrease of \$1.3 billion, or 19.2%, as compared to the prior year. The decrease was primarily the result of a \$1.1 billion decrease in the average cost of fuel and purchased power primarily due to lower coal and natural gas prices and a \$137 million net decrease in the volume of KWHs generated and purchased due to milder weather in the first and fourth quarters of 2015.

In 2014, total fuel and purchased power expenses were \$6.7 billion, an increase of \$706 million, or 11.8%, as compared to the prior year. The increase was primarily the result of a \$422 million increase in the volume of KWHs generated primarily due to increased demand resulting from colder weather in the first quarter 2014 and warmer weather in the second and third quarters 2014 as compared to the corresponding periods in 2013 and a \$286 million increase in the average cost of fuel and purchased power primarily due to higher natural gas prices.

Fuel and purchased power energy transactions at the traditional operating companies are generally offset by fuel revenues and do not have a significant impact on net income. See FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Retail Fuel Cost Recovery" herein for additional information. Fuel expenses incurred under Southern Power's PPAs are generally the responsibility of the counterparties and do not significantly impact net income.

Fuel

In 2015, fuel expense was \$4.8 billion, a decrease of \$1.3 billion, or 20.9%, as compared to the prior year. The decrease was primarily due to a 28.4% decrease in the average cost of natural gas per KWH generated, a 19.2% decrease in the volume of KWHs generated by coal, and a 6.8% decrease in the average cost of coal per KWH generated, partially offset by a 15.9% increase in the volume of KWHs generated by natural gas.

In 2014, fuel expense was \$6.0 billion, an increase of \$495 million, or 9.0%, as compared to the prior year. The increase was primarily due to a 12.7% increase in the volume of KWHs generated by coal, a 10.3% increase in the average cost of natural gas per KWH generated, and a 30.7% decrease in the volume of KWHs generated by hydro facilities resulting from less rainfall, partially offset by a 5.0% decrease in the average cost of coal per KWH generated.

Purchased Power

In 2015, purchased power expense was \$645 million, a decrease of \$27 million, or 4.0%, as compared to the prior year. The decrease was primarily due to a 14.3% decrease in the average cost per KWH purchased primarily as a

result of lower natural gas prices, partially offset by a 5.3% increase in the volume of KWHs purchased.

In 2014, purchased power expense was \$672 million, an increase of \$211 million, or 45.8%, as compared to the prior year. The increase was primarily due to a 35.3% increase in the average cost per KWH purchased.

II-19

Table of Contents

Index to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Energy purchases will vary depending on demand for energy within the Southern Company system's service territory, the market prices of wholesale energy as compared to the cost of the Southern Company system's generation, and the availability of the Southern Company system's generation.

Other Operations and Maintenance Expenses

Other operations and maintenance expenses increased \$33 million, or 0.8%, in 2015 as compared to the prior year.

The increase was primarily related to an \$84 million increase in employee compensation and benefits including pension costs, a \$62 million increase in generation expenses primarily related to environmental costs, and an \$11 million increase in customer accounts, service, and sales costs primarily related to customer incentive and demand-side management programs, partially offset by a \$99 million decrease in transmission and distribution costs primarily related to reduced overhead line maintenance and gains from sales of transmission assets and a \$32 million decrease in scheduled outage and maintenance costs at generation facilities.

Other operations and maintenance expenses increased \$481 million, or 12.7%, in 2014 as compared to the prior year. The increase was primarily related to increases of \$149 million in scheduled outage costs at generation facilities, \$103 million in other generation expenses primarily related to commodity and labor costs, \$103 million in transmission and distribution costs primarily related to overhead line maintenance, \$42 million in net employee compensation and benefits including pension costs, and \$31 million in customer accounts, service, and sales costs primarily related to customer incentive and demand-side management programs.

Production expenses and transmission and distribution expenses fluctuate from year to year due to variations in outage and maintenance schedules and normal changes in the cost of labor and materials.

Depreciation and Amortization

Depreciation and amortization increased \$91 million, or 4.7%, in 2015 as compared to the prior year primarily due to the amortization of \$120 million of the regulatory liability for other cost of removal obligations in 2014 at Alabama Power and increases in additional plant in service at the traditional operating companies and Southern Power, partially offset by a decrease as a result of a reduction in depreciation rates at Alabama Power effective January 1, 2015, a decrease due to unit retirements at Georgia Power, and a reduction in depreciation at Gulf Power as authorized in the 2013 rate case settlement agreement approved by the Florida PSC. See Note 3 to the financial statements under "Retail Regulatory Matters – Gulf Power – Retail Base Rate Case" for additional information.

Depreciation and amortization increased \$43 million, or 2.3%, in 2014 as compared to the prior year primarily due to increases in depreciation rates related to environmental assets and the amortization of certain regulatory assets at Alabama Power and the completion of the amortization of certain regulatory liabilities at Georgia Power. Also contributing to the increase were increases at Southern Power in plant in service related to the addition of solar facilities in 2013 and 2014, an increase related to equipment retirements resulting from accelerated outage work, and additional component depreciation as a result of increased production. These increases were largely offset by the amortization of \$120 million of the regulatory liability for other cost of removal obligations at Alabama Power. See Note 1 to the financial statements under "Regulatory Assets and Liabilities" and "Depreciation and Amortization" and Note 3 to the financial statements under "Retail Regulatory Matters – Alabama Power – Rate CNP" and "– Cost of Removal Accounting Order" for additional information.

Taxes Other Than Income Taxes

Taxes other than income taxes increased \$16 million, or 1.6%, in 2015 as compared to the prior year primarily due to an increase in ad valorem and property taxes.

Taxes other than income taxes increased \$47 million, or 5.0%, in 2014 as compared to the prior year primarily due to increases of \$34 million in municipal franchise fees related to higher retail revenues in 2014 and \$16 million in payroll taxes primarily related to higher employee benefits.

Estimated Loss on Kemper IGCC

In 2015 and 2014, estimated probable losses on the Kemper IGCC of \$365 million and \$868 million, respectively, were recorded at Southern Company. These losses reflect revisions of estimated costs expected to be incurred on Mississippi Power's construction of the Kemper IGCC in excess of the \$2.88 billion cost cap established by the Mississippi PSC, net of \$245 million of grants awarded to the project by the DOE under the Clean Coal Power Initiative Round 2 (DOE Grants) and excluding the cost of the lignite mine and equipment, the cost of the CO₂ pipeline facilities, AFUDC, and certain general exceptions, including change of law, force majeure, and beneficial capital (which exists when Mississippi Power demonstrates that the purpose and

II-20

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

effect of the construction cost increase is to produce efficiencies that will result in a neutral or favorable effect on customers relative to the original proposal for the CPCN) (Cost Cap Exceptions). See Note 3 to the financial statements under "Integrated Coal Gasification Combined Cycle" for additional information.

Allowance for Equity Funds Used During Construction

AFUDC equity decreased \$19 million, or 7.8%, in 2015 as compared to the prior year primarily due to a reduction in the AFUDC rate at Mississippi Power, as well as placing the combined cycle and the associated common facilities portion of the Kemper IGCC in service in August 2014, partially offset by an increase in construction projects related to environmental and steam generation at Alabama Power.

AFUDC equity increased \$55 million, or 28.9%, in 2014 as compared to the prior year primarily due to additional capital expenditures at the traditional operating companies, primarily related to environmental and transmission projects, as well as Mississippi Power placing the combined cycle and the associated common facilities portion of the Kemper IGCC in service in August 2014.

See Note 3 to the financial statements under "Integrated Coal Gasification Combined Cycle" for additional information regarding the Kemper IGCC.

Interest Expense, Net of Amounts Capitalized

Interest expense, net of amounts capitalized decreased \$20 million, or 2.5%, in 2015 as compared to the prior year primarily due to a decrease of \$58 million at Mississippi Power related to the termination of an agreement for SMEPA to purchase a portion of the Kemper IGCC which required the return of SMEPA's deposits at a lower rate of interest than accrued and a \$14 million decrease primarily due to an increase in capitalized interest associated with the construction of solar facilities at Southern Power, partially offset by a \$46 million increase due to higher average outstanding long-term debt balances at the traditional operating companies.

Interest expense, net of amounts capitalized increased \$6 million, or 0.8%, in 2014 as compared to the prior year primarily due to a higher amount of outstanding long-term debt and an increase in interest expense resulting from the deposits received by Mississippi Power in January and October 2014 from SMEPA, partially offset by a decrease in interest expense related to the refinancing of long-term debt at lower rates and an increase in capitalized interest.

See Note 6 to the financial statements for additional information.

Other Income (Expense), Net

Other income (expense), net increased \$19 million, or 26.0%, in 2015 as compared to the prior year primarily due to an increase of \$9 million in wholesale operating fee revenues, an increase of \$9 million in customer contributions in aid of construction at Georgia Power, and an increase due to Mississippi Power's \$7 million settlement with the Sierra Club in 2014, partially offset by a decrease in sales of non-utility property at Alabama Power.

Other income (expense), net decreased \$18 million, or 32.7%, in 2014 as compared to the prior year primarily due to an \$8 million decrease in wholesale operating fee revenues at Georgia Power and \$7 million associated with Mississippi Power's settlement with the Sierra Club.

Income Taxes

Income taxes increased \$273 million, or 25.9%, in 2015 as compared to the prior year primarily due to a reduction in tax benefits related to the estimated probable losses on Mississippi Power's construction of the Kemper IGCC recorded in 2014 and higher pre-tax earnings, partially offset by increased federal income tax benefits related to ITCs at Southern Power in 2015.

Income taxes increased \$118 million, or 12.6%, in 2014 as compared to the prior year primarily due to higher pre-tax earnings, partially offset by an increase in non-taxable AFUDC equity and an increase in federal income tax benefits related to ITCs on Southern Power solar projects placed in service in 2014.

Other Business Activities

Southern Company's other business activities include the parent company (which does not allocate operating expenses to business units), investments in leveraged lease projects, and telecommunications. These businesses are classified in

general categories and may comprise one or both of the following subsidiaries: Southern Company Holdings, Inc. (Southern Holdings) invests in various projects, including leveraged lease projects, and SouthernLINC Wireless provides digital wireless communications for use by

II-21

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Southern Company and its subsidiary companies and also markets these services to the public and provides fiber cable services within the Southeast.

On February 24, 2016, Southern Company entered into an Agreement and Plan of Merger to acquire PowerSecure International, Inc. Under the terms of this merger agreement, the stockholders of PowerSecure International, Inc. will be entitled to receive \$18.75 in cash for each share of common stock in a transaction with a total purchase price of approximately \$431 million. Following this transaction, PowerSecure International, Inc. will become a wholly-owned subsidiary of Southern Company. This transaction is expected to close by the end of the second quarter 2016, subject to, among other items, approval by PowerSecure International, Inc. stockholders and notification, clearance, and reporting requirements under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

A condensed statement of income for Southern Company's other business activities follows:

	Amount	Increase (Decrease)	
	2015	2015	2014
	(in millions)		
Operating revenues	\$47	\$(14)	\$9
Other operations and maintenance	124	29	27
Depreciation and amortization	14	(2)	1
Taxes other than income taxes	2	—	—
Total operating expenses	140	27	28
Operating income (loss)	(93)	(41)	(19)
Interest income	1	—	—
Other income (expense), net	(8)	(18)	36
Interest expense	66	25	5
Income taxes	(132)	(56)	10
Net income (loss)	\$(34)	\$(28)	\$2

Operating Revenues

Southern Company's non-electric operating revenues for these other business activities decreased \$14 million, or 23.0%, in 2015 as compared to the prior year. The decrease was primarily related to lower operating revenues at Southern Holdings due to higher billings in 2014 related to work performed on a generating plant outage and decreases in revenues at SouthernLINC Wireless related to lower average per subscriber revenue and fewer subscribers due to continued competition in the industry. Non-electric operating revenues for these other businesses increased \$9 million, or 17.3%, in 2014 as compared to the prior year. The increase was primarily related to higher operating revenues at Southern Holdings due to higher billings related to work performed on a generating plant outage, partially offset by decreases in revenues at SouthernLINC Wireless related to lower average per subscriber revenue and fewer subscribers due to continued competition in the industry.

Other Operations and Maintenance Expenses

Other operations and maintenance expenses for these other business activities increased \$29 million, or 30.5%, in 2015 as compared to the prior year. The increase was primarily due to parent company expenses of \$27 million related to the proposed Merger, partially offset by lower operating expenses at Southern Holdings due to work performed on a generating plant outage in 2014. Other operations and maintenance expenses for these other business activities increased \$27 million, or 39.7%, in 2014 as compared to the prior year. The increase was primarily related to insurance proceeds received in 2013 related to a litigation settlement with MC Asset Recovery, LLC and higher operating expenses at Southern Holdings due to work performed on a generating plant outage.

Other Income (Expense), Net

Other income (expense), net for these other business activities decreased \$18 million in 2015 as compared to the prior year. The decrease was primarily due to parent company expenses of \$14 million related to the proposed Merger. Other income (expense), net for these other business activities increased \$36 million in 2014 as compared to the prior year. The increase was primarily due to the restructuring of a leveraged lease investment in the first quarter of 2013 and a decrease in charitable contributions in 2014.

II-22

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Southern Company has several leveraged lease agreements which relate to international and domestic energy generation, distribution, and transportation assets. Southern Company receives federal income tax deductions for depreciation and amortization, as well as interest on long-term debt related to these investments. See Note 1 to the financial statements under "Leveraged Leases" for additional information.

Interest Expense

Interest expense for these other business activities increased \$25 million, or 61.0%, in 2015 as compared to the prior year primarily due to an increase in outstanding long-term debt. Interest expense for these other business activities increased \$5 million, or 13.9%, in 2014 as compared to 2013 primarily due to an increase in outstanding long-term debt, partially offset by the refinancing of long-term debt at lower rates.

Income Taxes

Income taxes for these other business activities decreased \$56 million, or 73.7%, in 2015 as compared to the prior year primarily as a result of state income tax benefits realized in 2015 and changes in pre-tax earnings (losses).

Income taxes for these other business activities increased \$10 million, or 11.6%, in 2014 as compared to the prior year primarily as a result of changes in pre-tax earnings (losses).

Effects of Inflation

The traditional operating companies are subject to rate regulation that is generally based on the recovery of historical and projected costs. The effects of inflation can create an economic loss since the recovery of costs could be in dollars that have less purchasing power. Southern Power is party to long-term contracts reflecting market-based rates, including inflation expectations. Any adverse effect of inflation on Southern Company's results of operations has not been substantial in recent years.

FUTURE EARNINGS POTENTIAL**General**

The four traditional operating companies operate as vertically integrated utilities providing electricity to customers within their service areas in the Southeast. Prices for electricity provided to retail customers are set by state PSCs under cost-based regulatory principles. Prices for wholesale electricity sales, interconnecting transmission lines, and the exchange of electric power are regulated by the FERC. Retail rates and earnings are reviewed and may be adjusted periodically within certain limitations. Southern Power continues to focus on long-term capacity contracts. See ACCOUNTING POLICIES – "Application of Critical Accounting Policies and Estimates – Electric Utility Regulation" herein and Note 3 to the financial statements for additional information about regulatory matters.

The results of operations for the past three years are not necessarily indicative of future earnings potential. The level of Southern Company's future earnings depends on numerous factors that affect the opportunities, challenges, and risks of the Southern Company system's primary business of selling electricity. These factors include the traditional operating companies' ability to maintain a constructive regulatory environment that allows for the timely recovery of prudently-incurred costs during a time of increasing costs and the completion and subsequent operation of the Kemper IGCC and Plant Vogtle Units 3 and 4 as well as other ongoing construction projects. Other major factors include the profitability of the competitive wholesale business and successfully expanding investments in renewable and other energy projects. Future earnings for the electricity business in the near term will depend, in part, upon maintaining and growing sales which are subject to a number of factors. These factors include weather, competition, new energy contracts with other utilities and other wholesale customers, energy conservation practiced by customers, the use of alternative energy sources by customers, the price of electricity, the price elasticity of demand, and the rate of economic growth or decline in the service territory. In addition, the level of future earnings for the wholesale business also depends on numerous factors including regulatory matters, creditworthiness of customers, total generating capacity available and related costs, future acquisitions and construction of generating facilities, including the impact of ITCs, and the successful remarketing of capacity as current contracts expire. Demand for electricity is partially driven by economic growth. The pace of economic growth and electricity demand may be affected by changes in

regional and global economic conditions, which may impact future earnings.

As part of its ongoing effort to adapt to changing market conditions, Southern Company continues to evaluate and consider a wide array of potential business strategies. These strategies may include business combinations, partnerships, and acquisitions involving other utility or non-utility businesses or properties, disposition of certain assets, internal restructuring, or some combination thereof. Furthermore, Southern Company may engage in new business ventures that arise from competitive and regulatory changes in the utility industry. Pursuit of any of the above strategies, or any combination thereof, may significantly

II-23

Table of Contents

Index to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

affect the business operations, risks, and financial condition of Southern Company. In addition, the proposed Merger will result in a combined company that is subject to various risks that do not currently impact Southern Company.

Environmental Matters

Compliance costs related to federal and state environmental statutes and regulations could affect earnings if such costs cannot continue to be fully recovered in rates on a timely basis or through market-based contracts. Environmental compliance spending over the next several years may differ materially from the amounts estimated. The timing, specific requirements, and estimated costs could change as environmental statutes and regulations are adopted or modified, as compliance plans are revised or updated, and as legal challenges to rules are completed. Further, higher costs that are recovered through regulated rates could contribute to reduced demand for electricity, which could negatively affect results of operations, cash flows, and financial condition. See Note 3 to the financial statements under "Environmental Matters" for additional information.

Environmental Statutes and Regulations

General

The electric utilities' operations are subject to extensive regulation by state and federal environmental agencies under a variety of statutes and regulations governing environmental media, including air, water, and land resources.

Applicable statutes include the Clean Air Act; the Clean Water Act; the Comprehensive Environmental Response, Compensation, and Liability Act; the Resource Conservation and Recovery Act; the Toxic Substances Control Act; the Emergency Planning & Community Right-to-Know Act; the Endangered Species Act; the Migratory Bird Treaty Act; the Bald and Golden Eagle Protection Act; and related federal and state regulations. Compliance with these environmental requirements involves significant capital and operating costs, a major portion of which is expected to be recovered through existing ratemaking provisions. Through 2015, the traditional operating companies had invested approximately \$11.4 billion in environmental capital retrofit projects to comply with these requirements, with annual totals of approximately \$0.9 billion, \$1.1 billion, and \$0.7 billion for 2015, 2014, and 2013, respectively. The Southern Company system expects that capital expenditures to comply with environmental statutes and regulations will total approximately \$1.8 billion from 2016 through 2018, with annual totals of approximately \$0.7 billion, \$0.5 billion, and \$0.6 billion for 2016, 2017, and 2018, respectively. These estimated expenditures do not include any potential capital expenditures that may arise from the EPA's final rules and guidelines or subsequently approved state plans that would limit CO₂ emissions from new, existing, and modified or reconstructed fossil-fuel-fired electric generating units. See "Global Climate Issues" herein for additional information. The Southern Company system also anticipates costs associated with closure in place or by other methods, and ground water monitoring of ash ponds in accordance with the Disposal of Coal Combustion Residuals from Electric Utilities final rule (CCR Rule), which are not reflected in the capital expenditures above, as these costs are associated with the Company's asset retirement obligation (ARO) liabilities. See FINANCIAL CONDITION AND LIQUIDITY – "Capital Requirements and Contractual Obligations" herein for additional information.

The Southern Company system's ultimate environmental compliance strategy, including potential unit retirement and replacement decisions, and future environmental capital expenditures will be affected by the final requirements of new or revised environmental regulations, including the environmental regulations described below; the outcome of any legal challenges to the environmental rules; the cost, availability, and existing inventory of emissions allowances; and the fuel mix of the electric utilities. Compliance costs may arise from existing unit retirements, installation of additional environmental controls, upgrades to the transmission system, closure and monitoring of CCR facilities, and adding or changing fuel sources for certain existing units. The ultimate outcome of these matters cannot be determined at this time. See "Retail Regulatory Matters – Alabama Power – Environmental Accounting Order" and "Retail Regulatory Matters – Georgia Power – Integrated Resource Plan" herein for additional information on planned unit retirements and fuel conversions at Alabama Power and Georgia Power, respectively.

Compliance with any new federal or state legislation or regulations relating to air, water, and land resources or other environmental and health concerns could significantly affect the Company. Although new or revised environmental legislation or regulations could affect many areas of the electric utilities' operations, the full impact of any such changes cannot be determined at this time. Additionally, many of the electric utilities' commercial and industrial customers may also be affected by existing and future environmental requirements, which for some may have the potential to ultimately affect their demand for electricity.

Air Quality

Compliance with the Clean Air Act and resulting regulations has been and will continue to be a significant focus for the Southern Company system. Additional controls are currently planned or under consideration to further reduce air emissions, maintain compliance with existing regulations, and meet new requirements.

II-24

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

In 2012, the EPA finalized the Mercury and Air Toxics Standards (MATS) rule, which imposes stringent emissions limits for acid gases, mercury, and particulate matter on coal- and oil-fired electric utility steam generating units. The compliance deadline set by the final MATS rule was April 16, 2015, with provisions for extensions to April 16, 2016. The implementation strategy for the MATS rule includes emission controls, retirements, and fuel conversions to achieve compliance by the deadlines applicable to each unit within the Southern Company system. On June 29, 2015, the U.S. Supreme Court issued a decision finding that in developing the MATS rule the EPA had failed to properly consider costs in its decision to regulate hazardous air pollutant emissions from electric generating units. On December 15, 2015, the U.S. Court of Appeals for the District of Columbia Circuit remanded the MATS rule to the EPA without vacatur to respond to the U.S. Supreme Court's decision. The EPA's supplemental finding in response to the U.S. Supreme Court's decision, which the EPA proposes to finalize in April 2016, is not expected to have any impact on the MATS rule compliance requirements and deadlines.

The EPA regulates ground level ozone concentrations through implementation of an eight-hour ozone National Ambient Air Quality Standard (NAAQS). In 2008, the EPA adopted a revised eight-hour ozone NAAQS, and published its final area designations in 2012. The only area within the traditional operating companies' service territory designated as an ozone nonattainment area for the 2008 standard is a 15-county area within metropolitan Atlanta. On October 26, 2015, the EPA published a more stringent eight-hour ozone NAAQS. This new standard could potentially require additional emission controls, improvements in control efficiency, and operational fuel changes and could affect the siting of new generating facilities. States will recommend area designations by October 2016, and the EPA is expected to finalize them by October 2017.

The EPA regulates fine particulate matter concentrations on an annual and 24-hour average basis. All areas within the traditional operating companies' service territory have achieved attainment with the 1997 and 2006 particulate matter NAAQS and the EPA has officially redesignated former nonattainment areas within the service territory as attainment for these standards. In 2012, the EPA issued a final rule that increases the stringency of the annual fine particulate matter standard. The EPA promulgated final designations for the 2012 annual standard in December 2014, and no new nonattainment areas were designated within the traditional operating companies' service territory. The EPA has, however, deferred designation decisions for certain areas in Florida and Georgia.

Final revisions to the NAAQS for sulfur dioxide (SO₂), which established a new one-hour standard, became effective in 2010. No areas within the Southern Company system's service territory have been designated as nonattainment under this rule. However, the EPA has finalized a data requirements rule to support additional designation decisions for SO₂ in the future, which could result in nonattainment designations for areas within the Southern Company system's service territory. Implementation of the revised SO₂ standard could require additional reductions in SO₂ emissions and increased compliance and operational costs.

In February 2014, the EPA proposed to delete from the Alabama State Implementation Plan (SIP) the Alabama opacity rule that the EPA approved in 2008, which provides operational flexibility to affected units. In 2013, the U.S. Court of Appeals for the Eleventh Circuit ruled in favor of Alabama Power and vacated an earlier attempt by the EPA to rescind its 2008 approval. The EPA's latest proposal characterizes the proposed deletion as an error correction within the meaning of the Clean Air Act. Alabama Power believes this interpretation of the Clean Air Act to be incorrect. If finalized, this proposed action could affect unit availability and result in increased operations and maintenance costs for affected units, including units owned by Alabama Power, units co-owned with Mississippi Power, and units owned by SEGCO, which is jointly owned by Alabama Power and Georgia Power.

Each of the states in which the Southern Company system has fossil generation is subject to the requirements of the Cross State Air Pollution Rule (CSAPR). CSAPR is an emissions trading program that limits SO₂ and nitrogen oxide emissions from power plants in 28 states in two phases, with Phase I having begun in 2015 and Phase II beginning in 2017. On July 28, 2015, the U.S. Court of Appeals for the District of Columbia Circuit issued an opinion invalidating certain emissions budgets under the CSAPR Phase II emissions trading program for a number of states, including

Alabama, Florida, Georgia, North Carolina, and Texas, but rejected all other pending challenges to the rule. The court's decision leaves the emissions trading program in place and remands the rule to the EPA for further action consistent with the court's decision. On December 3, 2015, the EPA published a proposed revision to CSAPR that would revise existing ozone-season emissions budgets for nitrogen oxide in Alabama and Mississippi and would remove Florida from the CSAPR program. The EPA proposes to finalize this rulemaking by summer 2016.

The EPA finalized regional haze regulations in 2005, with a goal of restoring natural visibility conditions in certain areas (primarily national parks and wilderness areas) by 2064. The rule involves the application of best available retrofit technology to certain sources, including fossil fuel-fired generating facilities, built between 1962 and 1977 and any additional emissions reductions necessary for each designated area to achieve reasonable progress toward the natural visibility conditions goal by 2018 and for each 10-year period thereafter.

In 2012, the EPA published proposed revisions to the New Source Performance Standard (NSPS) for Stationary Combustion Turbines (CT). If finalized as proposed, the revisions would apply the NSPS to all new, reconstructed, and modified CTs

II-25

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

(including CTs at combined cycle units) during all periods of operation, including startup and shutdown, and alter the criteria for determining when an existing CT has been reconstructed.

On June 12, 2015, the EPA published a final rule requiring certain states (including Alabama, Florida, Georgia, Mississippi, North Carolina, and Texas) to revise or remove the provisions of their SIPs relating to the regulation of excess emissions at industrial facilities, including fossil fuel-fired generating facilities, during periods of startup, shut-down, or malfunction (SSM) by no later than November 22, 2016.

The Southern Company system has developed and continually updates a comprehensive environmental compliance strategy to assess compliance obligations associated with the current and proposed environmental requirements discussed above. As part of this strategy, certain of the traditional operating companies have developed a compliance plan for the MATS rule which includes reliance on existing emission control technologies, the construction of baghouses to provide an additional level of control on the emissions of mercury and particulates from certain generating units, the use of additives or other injection technology, the use of existing or additional natural gas capability, and unit retirements. Additionally, certain transmission system upgrades are required. The impacts of the eight-hour ozone, fine particulate matter and SO₂ NAAQS, the Alabama opacity rule, CSAPR, regional haze regulations, the MATS rule, the NSPS for CTs, and the SSM rule on the Southern Company system cannot be determined at this time and will depend on the specific provisions of the proposed and final rules, the resolution of pending and future legal challenges, and/or the development and implementation of rules at the state level. These regulations could result in significant additional capital expenditures and compliance costs that could affect future unit retirement and replacement decisions and results of operations, cash flows, and financial condition if such costs are not recovered through regulated rates or through PPAs.

In addition to the federal air quality laws described above, Georgia Power has also been subject to the requirements of the 2007 State of Georgia Multi-Pollutant Rule. The Multi-Pollutant Rule and a companion rule required reductions in emissions of mercury, SO₂, and nitrogen oxide state-wide through the installation of specified control technologies and a 95% reduction in SO₂ emissions at certain coal-fired generating units by specific dates between 2008 and 2015. In 2015, Georgia Power completed implementation of the measures necessary to comply with the Georgia Multi-Pollutant Rule at all 16 of its coal-fired generating units required to be controlled under the rule.

Water Quality

The EPA's final rule establishing standards for reducing effects on fish and other aquatic life caused by new and existing cooling water intake structures at existing power plants and manufacturing facilities became effective in October 2014. The effect of this final rule will depend on the results of additional studies and implementation of the rule by regulators based on site-specific factors. National Pollutant Discharge Elimination System permits issued after July 14, 2018 must include conditions to implement and ensure compliance with the standards and protective measures required by the rule. The ultimate impact of this rule will also depend on the outcome of ongoing legal challenges and cannot be determined at this time.

On November 3, 2015, the EPA published a final effluent guidelines rule which imposes stringent technology-based requirements for certain wastestreams from steam electric power plants. The revised technology-based limits and compliance dates will be incorporated into future renewals of National Pollutant Discharge Elimination System permits at affected units and may require the installation and operation of multiple technologies sufficient to ensure compliance with applicable new numeric wastewater compliance limits. Compliance deadlines between November 1, 2018 and December 31, 2023 will be established in permits based on information provided for each applicable wastestream. The ultimate impact of these requirements will depend on pending and any future legal challenges, compliance dates, and implementation of the final rule and cannot be determined at this time.

On June 29, 2015, the EPA and the U.S. Army Corps of Engineers jointly published a final rule revising the regulatory definition of waters of the U.S. for all Clean Water Act (CWA) programs. The final rule significantly expands the scope of federal jurisdiction under the CWA and could have significant impacts on economic

development projects which could affect customer demand growth. In addition, this rule could significantly increase permitting and regulatory requirements and costs associated with the siting of new facilities and the installation, expansion, and maintenance of transmission and distribution lines. The rule became effective August 28, 2015, but on October 9, 2015, the U.S. Court of Appeals for the Sixth Circuit issued an order staying implementation of the final rule. The ultimate impact of the final rule will depend on the outcome of this and other pending legal challenges and the EPA's and the U.S. Army Corps of Engineers' field-level implementation of the rule and cannot be determined at this time.

These water quality regulations could result in significant additional capital expenditures and compliance costs that could affect future unit retirement and replacement decisions. Also, results of operations, cash flows, and financial condition could be significantly impacted if such costs are not recovered through regulated rates or through PPAs.

II-26

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Coal Combustion Residuals

The traditional operating companies currently manage CCR at onsite storage units consisting of landfills and surface impoundments (CCR Units) at 22 electric generating plants. In addition to on-site storage, the traditional operating companies also sell a portion of their CCR to third parties for beneficial reuse. Individual states regulate CCR and the states in the Southern Company system's service territory each have their own regulatory requirements. Each traditional operating company has an inspection program in place to assist in maintaining the integrity of its coal ash surface impoundments.

On April 17, 2015, the EPA published the CCR Rule in the Federal Register, which became effective on October 19, 2015. The CCR Rule regulates the disposal of CCR, including coal ash and gypsum, as non-hazardous solid waste in CCR Units at active generating power plants. The CCR Rule does not automatically require closure of CCR Units but includes minimum criteria for active and inactive surface impoundments containing CCR and liquids, lateral expansions of existing units, and active landfills. Failure to meet the minimum criteria can result in the required closure of a CCR Unit. Although the EPA does not require individual states to adopt the final criteria, states have the option to incorporate the federal criteria into their state solid waste management plans in order to regulate CCR in a manner consistent with federal standards. The EPA's final rule continues to exclude the beneficial use of CCR from regulation.

Based on initial cost estimates for closure in place or by other methods, and groundwater monitoring of ash ponds pursuant to the CCR Rule, Southern Company recorded incremental AROs related to the CCR Rule. As further analysis is performed, including evaluation of the expected method of compliance, refinement of assumptions underlying the cost estimates, such as the quantities of CCR at each site, and the determination of timing, including the potential for closing ash ponds prior to the end of their currently anticipated useful life, the traditional operating companies expect to continue to periodically update these estimates. The traditional operating companies are currently completing an analysis of the plan of closure for all ash ponds in the Southern Company system, including the timing of closure and related cost recovery through regulated rates subject to the traditional operating companies' respective state PSC approval. Based on the results of that analysis, the traditional operating companies may accelerate the timing of some ash pond closures which could increase their ARO liabilities from the amounts presently recorded. The ultimate impact of the CCR Rule cannot be determined at this time and will depend on the traditional operating companies' ongoing review of the CCR Rule, the results of initial and ongoing minimum criteria assessments, and the outcome of legal challenges. Southern Company's results of operations, cash flows, and financial condition could be significantly impacted if such costs are not recovered through regulated rates. See Note 1 to the financial statements under "Asset Retirement Obligations and Other Costs of Removal" for additional information regarding Southern Company's AROs as of December 31, 2015.

Environmental Remediation

The Southern Company system must comply with other environmental laws and regulations that cover the handling and disposal of waste and releases of hazardous substances. Under these various laws and regulations, the Southern Company system could incur substantial costs to clean up affected sites. The traditional operating companies conduct studies to determine the extent of any required cleanup and the Company has recognized in its financial statements the costs to clean up known impacted sites. Amounts for cleanup and ongoing monitoring costs were not material for any year presented. The traditional operating companies have each received authority from their respective state PSCs to recover approved environmental compliance costs through regulatory mechanisms. These rates are adjusted annually or as necessary within limits approved by the state PSCs. The traditional operating companies may be liable for some or all required cleanup costs for additional sites that may require environmental remediation. See Note 3 to the financial statements under "Environmental Matters – Environmental Remediation" for additional information.

Global Climate Issues

On October 23, 2015, the EPA published two final actions that would limit CO₂ emissions from fossil fuel-fired electric generating units. One of the final actions contains specific emission standards governing CO₂ emissions from new, modified, and reconstructed units. The other final action, known as the Clean Power Plan, establishes guidelines for states to develop plans to meet EPA-mandated CO₂ emission rates or emission reduction goals for existing units. The EPA's final guidelines require state plans to meet interim CO₂ performance rates between 2022 and 2029 and final rates in 2030 and thereafter. At the same time, the EPA published a proposed federal plan and model rule that, when finalized, states can adopt or that would be put in place if a state either does not submit a state plan or its plan is not approved by the EPA. On February 9, 2016, the U.S. Supreme Court granted a stay of the Clean Power Plan, pending disposition of petitions for its review with the courts. The stay will remain in effect through the resolution of the litigation, whether resolved in the U.S. Court of Appeals for the District of Columbia Circuit or the U.S. Supreme Court.

These guidelines and standards could result in operational restrictions and material compliance costs, including capital expenditures, which could affect future unit retirement and replacement decisions. Southern Company's results of operations, cash

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

flows, and financial condition could be significantly impacted if such costs are not recovered through regulated rates or through PPAs. However, the ultimate financial and operational impact of the final rules on the Southern Company system cannot be determined at this time and will depend upon numerous factors, including the Southern Company system's ongoing review of the final rules; the outcome of legal challenges, including legal challenges filed by the traditional operating companies; individual state implementation of the EPA's final guidelines, including the potential that state plans impose different standards; additional rulemaking activities in response to legal challenges and related court decisions; the impact of future changes in generation and emissions-related technology and costs; the impact of future decisions regarding unit retirement and replacement, including the type and amount of any such replacement capacity; and the time periods over which compliance will be required.

The United Nations 21st international climate change conference took place in late 2015. The result was the adoption of the Paris Agreement, which establishes a non-binding universal framework for addressing greenhouse gas emissions based on nationally determined contributions. It also sets in place a process for increasing those commitments every five years. The ultimate impact of this agreement depends on its ratification and implementation by participating countries and cannot be determined at this time.

The EPA's greenhouse gas reporting rule requires annual reporting of CO₂ equivalent emissions in metric tons for a company's operational control of facilities. Based on ownership or financial control of facilities, the Southern Company system's 2014 greenhouse gas emissions were approximately 112 million metric tons of CO₂ equivalent. The preliminary estimate of the Southern Company system's 2015 greenhouse gas emissions on the same basis is approximately 101 million metric tons of CO₂ equivalent. The level of greenhouse gas emissions from year to year will depend on the level of generation, the mix of fuel sources, and other factors.

FERC Matters

The traditional operating companies and Southern Power have authority from the FERC to sell electricity at market-based rates. Since 2008, that authority, for certain balancing authority areas, has been conditioned on compliance with the requirements of an energy auction, which the FERC found to be tailored mitigation that addresses potential market power concerns. In accordance with FERC regulations governing such authority, the traditional operating companies and Southern Power filed a triennial market power analysis in June 2014, which included continued reliance on the energy auction as tailored mitigation. On April 27, 2015, the FERC issued an order finding that the traditional operating companies' and Southern Power's existing tailored mitigation may not effectively mitigate the potential to exert market power in certain areas served by the traditional operating companies and in some adjacent areas. The FERC directed the traditional operating companies and Southern Power to show why market-based rate authority should not be revoked in these areas or to provide a mitigation plan to further address market power concerns. The traditional operating companies and Southern Power filed a request for rehearing on May 27, 2015 and on June 26, 2015 filed their response with the FERC. The ultimate outcome of this matter cannot be determined at this time.

Retail Regulatory Matters**Alabama Power**

Alabama Power's revenues from regulated retail operations are collected through various rate mechanisms subject to the oversight of the Alabama PSC. Alabama Power currently recovers its costs from the regulated retail business primarily through Rate RSE, Rate CNP, Rate ECR, and Rate NDR. In addition, the Alabama PSC issues accounting orders to address current events impacting Alabama Power. See Note 3 to the financial statements under "Retail Regulatory Matters – Alabama Power" for additional information regarding Alabama Power's rate mechanisms and accounting orders.

Rate RSE

The Alabama PSC has adopted Rate RSE that provides for periodic annual adjustments based upon Alabama Power's projected weighted cost of equity (WCE) compared to an allowable range. Rate RSE adjustments are based on

forward-looking information for the applicable upcoming calendar year. Rate RSE adjustments for any two-year period, when averaged together, cannot exceed 4.0% and any annual adjustment is limited to 5.0%. If Alabama Power's actual retail return is above the allowed WCE range, customer refunds will be required; however, there is no provision for additional customer billings should the actual retail return fall below the WCE range.

On November 30, 2015, Alabama Power made its annual Rate RSE submission to the Alabama PSC of projected data for 2016. Projected earnings were within the specified WCE range; therefore, retail rates under Rate RSE remained unchanged for 2016.

Rate CNP

Alabama Power's retail rates, approved by the Alabama PSC, provide for adjustments to recognize the placing of new generating facilities into retail service under Rate CNP. Alabama Power may also recover retail costs associated with certificated PPAs under

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Rate CNP PPA. On March 3, 2015, the Alabama PSC issued a consent order that Alabama Power leave in effect the current Rate CNP PPA factor for billings for the period April 1, 2015 through March 31, 2016. No adjustment to Rate CNP PPA is expected in 2016.

Rate CNP Environmental allowed for the recovery of Alabama Power's retail costs associated with environmental laws, regulations, and other such mandates. On March 3, 2015, the Alabama PSC approved a modification to Rate CNP Environmental to include compliance costs for both environmental and non-environmental mandates. The recoverable non-environmental compliance costs result from laws, regulations, and other mandates directed at the utility industry involving the security, reliability, safety, sustainability, or similar considerations impacting Alabama Power's facilities or operations. This modification to Rate CNP Environmental was effective March 20, 2015 with the revised rate now defined as Rate CNP Compliance. Alabama Power was limited to recover \$50 million of non-environmental compliance costs for the year 2015. Additional non-environmental compliance costs were recovered through Rate RSE. Customer rates were not impacted by this order in 2015; therefore, the modification increased the under recovered position for Rate CNP Compliance during 2015. Rate CNP Compliance is based on forward-looking information and provides for the recovery of these costs pursuant to a factor that is calculated annually. Compliance costs to be recovered include operations and maintenance expenses, depreciation, and a return on certain invested capital.

On November 30, 2015, Alabama Power made its annual Rate CNP Compliance submission to the Alabama PSC of its cost of complying with governmental mandates for cost year 2016. Rate CNP Compliance increased 4.5%, or approximately \$250 million annually, effective January 1, 2016.

Environmental Accounting Order

Based on an order from the Alabama PSC, Alabama Power is allowed to establish a regulatory asset to record the unrecovered investment costs, including the unrecovered plant asset balance and the unrecovered costs associated with site removal and closure associated with future unit retirements caused by environmental regulations. These costs are being amortized and recovered over the affected unit's remaining useful life, as established prior to the decision regarding early retirement through Rate CNP Compliance. See "Environmental Matters – Environmental Statutes and Regulations" herein for additional information regarding environmental regulations.

In April 2015, as part of its environmental compliance strategy, Alabama Power retired Plant Gorgas Units 6 and 7 (200 MWs). Additionally, in April 2015, Alabama Power ceased using coal at Plant Barry Units 1 and 2 (250 MWs), but such units will remain available on a limited basis with natural gas as the fuel source. In accordance with the joint stipulation entered in connection with a civil enforcement action by the EPA, Alabama Power retired Plant Barry Unit 3 (225 MWs) in August 2015 and it is no longer available for generation. Alabama Power expects to cease using coal at Plant Greene County Units 1 and 2 (300 MWs) and begin operating those units solely on natural gas by April 2016. In accordance with this accounting order from the Alabama PSC, Alabama Power transferred the unrecovered plant asset balances to a regulatory asset at their respective retirement dates. The regulatory asset will be amortized and recovered through Rate CNP Compliance over the remaining useful lives, as established prior to the decision for retirement. As a result, these decisions will not have a significant impact on Southern Company's financial statements.

Cost of Removal Accounting Order

In accordance with an accounting order issued in November 2014 by the Alabama PSC, in December 2014, Alabama Power fully amortized the balance of \$123 million in certain regulatory asset accounts and offset this amortization expense with the amortization of \$120 million of the regulatory liability for other cost of removal obligations. The regulatory asset accounts fully amortized and terminated as of December 31, 2014 represented costs previously deferred under a compliance and pension cost accounting order as well as a non-nuclear outage accounting order, which were approved by the Alabama PSC in 2012 and 2013, respectively. Approximately \$95 million of non-nuclear outage costs and \$28 million of compliance and pension costs previously deferred were fully amortized in December 2014.

Georgia Power

Georgia Power's revenues from regulated retail operations are collected through various rate mechanisms subject to the oversight of the Georgia PSC. Georgia Power currently recovers its costs from the regulated retail business through the 2013 ARP, which includes traditional base tariff rates, Demand-Side Management (DSM) tariffs, Environmental Compliance Cost Recovery (ECCR) tariffs, and Municipal Franchise Fee (MFF) tariffs. In addition, financing costs related to the construction of Plant Vogtle Units 3 and 4 are being collected through the NCCR tariff and fuel costs are collected through separate fuel cost recovery tariffs. See Note 3 to the financial statements under "Retail Regulatory Matters – Georgia Power" for additional information.

II-29

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Rate Plans

In 2013, the Georgia PSC voted to approve the 2013 ARP. The 2013 ARP reflects the settlement agreement among Georgia Power, the Georgia PSC's Public Interest Advocacy Staff, and 11 of the 13 intervenors.

On December 16, 2015, in accordance with the 2013 ARP, the Georgia PSC approved an increase to tariffs effective January 1, 2016 as follows: (1) traditional base tariff rates by approximately \$49 million; (2) ECCR tariff by approximately \$75 million; (3) DSM tariffs by approximately \$3 million; and (4) MFF tariff by approximately \$13 million, for a total increase in base revenues of approximately \$140 million.

Under the 2013 ARP, Georgia Power's retail ROE is set at 10.95% and earnings are evaluated against a retail ROE range of 10.00% to 12.00%. Two-thirds of any earnings above 12.00% will be directly refunded to customers, with the remaining one-third retained by Georgia Power. There will be no recovery of any earnings shortfall below 10.00% on an actual basis. In 2014, Georgia Power's retail ROE exceeded 12.00%, and Georgia Power will refund to retail customers approximately \$11 million in 2016, as approved by the Georgia PSC on February 18, 2016. In 2015, Georgia Power's retail ROE was within the allowed retail ROE range.

Georgia Power is required to file a general base rate case by July 1, 2016, in response to which the Georgia PSC would be expected to determine whether the 2013 ARP should be continued, modified, or discontinued.

Integrated Resource Plan

See "Environmental Matters" and "Rate Plans" herein for additional information regarding proposed and final EPA rules and regulations, including the MATS rule for coal- and oil-fired electric utility steam generating units, revisions to effluent limitations guidelines for steam electric power plants, and additional regulations of CCR and CO₂; the State of Georgia's Multi-Pollutant Rule; and Georgia Power's analysis of the potential costs and benefits of installing the required controls on its fossil generating units in light of these regulations.

To comply with the April 16, 2015 effective date of the MATS rule, Plant Branch Units 1, 3, and 4 (1,266 MWs), Plant Yates Units 1 through 5 (579 MWs), and Plant McManus Units 1 and 2 (122 MWs) were retired and operations were discontinued at Plant Mitchell Unit 3 (155 MWs) by April 15, 2015, and Plant Kraft Units 1 through 4 (316 MWs) were retired on October 13, 2015. The switch to natural gas as the primary fuel was completed at Plant Yates Units 6 and 7 by June 2015 and at Plant Gaston Units 1 through 4 by December 2015.

In the 2013 ARP, the Georgia PSC approved the amortization of the CWIP balances related to environmental projects that will not be completed at Plant Branch Units 1 through 4 and Plant Yates Units 6 and 7 over nine years ending December 2022 and the amortization of the remaining net book values of Plant Branch Unit 2 from October 2013 to December 2022, Plant Branch Unit 1 from May 2015 to December 2020, Plant Branch Unit 3 from May 2015 to December 2023, and Plant Branch Unit 4 from May 2015 to December 2024.

On January 29, 2016, Georgia Power filed its triennial IRP (2016 IRP). The filing included a request to decertify Plant Mitchell Units 3, 4A, and 4B (217 MWs) and Plant Kraft Unit 1 (17 MWs) upon approval of the 2016 IRP. The 2016 IRP also reflects that Georgia Power exercised its contractual option to sell its 33% ownership interest in the Intercession City unit (143 MWs total capacity) to Duke Energy Florida, Inc. See Note 4 to the financial statements for additional information.

In the 2016 IRP, Georgia Power requested reclassification of the remaining net book value of Plant Mitchell Unit 3, as of its retirement date, to a regulatory asset to be amortized over a period equal to the unit's remaining useful life. Georgia Power also requested that the Georgia PSC approve the deferral of the cost associated with materials and supplies remaining at the unit retirement dates to a regulatory asset, to be amortized over a period deemed appropriate by the Georgia PSC.

The decertification and retirement of these units are not expected to have a material impact on Southern Company's financial statements; however, the ultimate outcome depends on the Georgia PSC's orders in the 2016 IRP and next general base rate case.

Additionally, the 2016 IRP included a Renewable Energy Development Initiative requesting to procure up to 525 MWs of renewable resources utilizing market-based prices established through a competitive bidding process to expand Georgia Power's existing renewable initiatives, including the Advanced Solar Initiative (ASI). A decision from the Georgia PSC on the 2016 IRP is expected in the third quarter 2016. The ultimate outcome of these matters cannot be determined at this time.

II-30

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Renewables

On September 16, 2015, the Alabama PSC approved Alabama Power's petition for a Renewable Generation Certificate for up to 500 MWs. This will allow Alabama Power to build its own renewable projects, each less than 80 MWs, or purchase power from other renewable-generated sources.

In May 2014, the Georgia PSC approved Georgia Power's application for the certification of two PPAs executed in 2013 for the purchase of energy from two wind farms in Oklahoma with capacity totaling 250 MWs that will begin in 2016 and end in 2035.

As part of the Georgia Power ASI, Georgia Power executed ten PPAs that were approved by the Georgia PSC in 2014 and provide for the purchase of energy from 515 MWs of solar capacity. Two PPAs began in December 2015 and eight are expected to begin in December 2016, all of which have terms ranging from 20 to 30 years. As a result of certain acquisitions by Southern Power, Georgia Power expects that 249 MWs of the 515 MWs of contracted capacity will be purchased from solar facilities owned or under development by Southern Power.

In October 2014, the Georgia PSC approved Georgia Power's request to build, own, and operate three 30-MW solar generation facilities at three U.S. Army bases by the end of 2016. One of the three solar generation facilities began commercial operation on December 31, 2015. In addition, in December 2014, the Georgia PSC approved Georgia Power's request to build, own, and operate a 30-MW solar generation facility at Kings Bay Naval facility. On July 21, 2015, the Georgia PSC approved Georgia Power's request to build and operate an up to 46-MW solar generation facility at a U.S. Marine Corps base in Albany, Georgia. Georgia Power subsequently determined that a 31-MW facility will be constructed on the site. On December 22, 2015, the Georgia PSC approved Georgia Power's request to build and operate the remaining 15 MWs at a separate facility on the Fort Stewart Army base in Hinesville, Georgia. These facilities are expected to be operational by the end of 2016.

On April 7, 2015, the Georgia PSC approved the consolidation of four PPAs each with the same counterparty into two new PPAs with new biomass facilities. Under the terms of the order, the total 116 MWs from the existing four PPAs provided the capacity for two new PPAs of 58 MWs each. The new PPAs were executed on June 15, 2015 and November 23, 2015 and will begin in June 2017. See "Retail Regulatory Matters – Georgia Power – Integrated Resource Plan" herein for additional information on Georgia Power's renewables activities.

On April 16, 2015, the Florida PSC approved three energy purchase agreements totaling 120 MWs of utility-scale solar generation located at three military installations in northwest Florida. Purchases under these solar agreements are expected to begin by early 2017. On May 5, 2015, the Florida PSC approved an energy purchase agreement for up to 178 MWs of wind generation in central Oklahoma. Purchases under these agreements began in January 2016, are for energy only, and will be recovered through Gulf Power's fuel cost recovery mechanism.

On November 10, 2015, the Mississippi PSC issued three separate orders approving three solar facilities for a combined total of approximately 105 MWs. Mississippi Power will purchase all of the energy produced by the solar facilities for the 25-year term of the contracts under three PPAs, two of which have been finalized and one of which remains under negotiation. The projects are expected to be in service by the end of 2016 and the resulting energy purchases will be recovered through Mississippi Power's fuel cost recovery mechanism.

See Note 12 to the financial statements for information on Southern Power's renewables activities.

Retail Fuel Cost Recovery

The traditional operating companies each have established fuel cost recovery rates approved by their respective state PSCs. Fuel cost recovery revenues are adjusted for differences in actual recoverable fuel costs and amounts billed in current regulated rates. Accordingly, changes in the billing factor will not have a significant effect on Southern Company's revenues or net income, but will affect cash flow. The traditional operating companies continuously monitor their under or over recovered fuel cost balances and make appropriate filings with their state PSCs to adjust fuel cost recovery rates as necessary. During 2015, each of the traditional operating companies filed requests with their respective state PSCs for fuel rate decreases. Upon approval of these requests, each of the traditional operating

companies decreased fuel rates in January 2016.

See Note 1 to the financial statements under "Revenues" and Note 3 to the financial statements under "Retail Regulatory Matters – Alabama Power – Rate ECR" and "Retail Regulatory Matters – Georgia Power – Fuel Cost Recovery" for additional information.

II-31

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Construction Program

Overview

The subsidiary companies of Southern Company are engaged in continuous construction programs to accommodate existing and estimated future loads on their respective systems. The Southern Company system intends to continue its strategy of developing and constructing new generating facilities, as well as adding or changing fuel sources for certain existing units, adding environmental control equipment, and expanding the transmission and distribution systems. For the traditional operating companies, major generation construction projects are subject to state PSC approval in order to be included in retail rates. While Southern Power generally constructs and acquires generation assets covered by long-term PPAs, any uncontracted capacity could negatively affect future earnings. The construction programs of the traditional operating companies and Southern Power are currently estimated to include an investment of approximately \$7.3 billion, \$5.2 billion, and \$5.5 billion for 2016, 2017, and 2018, respectively.

The two largest construction projects currently underway in the Southern Company system are Plant Vogtle Units 3 and 4 (45.7% ownership interest by Georgia Power in the two units, each with approximately 1,100 MWs) and Mississippi Power's Kemper IGCC. See Note 3 to the financial statements under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" and "Integrated Coal Gasification Combined Cycle" for additional information. For additional information about costs relating to Southern Power's acquisitions that involve construction of renewable energy facilities, see Note 12 to the financial statements under "Southern Power – Construction Projects."

Also see FINANCIAL CONDITION AND LIQUIDITY – "Capital Requirements and Contractual Obligations" herein for additional information regarding Southern Company's capital requirements for its subsidiaries' construction programs.

Integrated Coal Gasification Combined Cycle

Mississippi Power's current cost estimate for the Kemper IGCC in total is approximately \$6.63 billion, which includes approximately \$5.29 billion of costs subject to the construction cost cap. Mississippi Power does not intend to seek any rate recovery for any related costs that exceed the \$2.88 billion cost cap, net of the DOE Grants and excluding the Cost Cap Exceptions. In the aggregate, the Company has incurred charges of \$2.41 billion (\$1.5 billion after tax) as a result of changes in the cost estimate above the cost cap for the Kemper IGCC through December 31, 2015.

Mississippi Power's current cost estimate includes costs through August 31, 2016. In subsequent periods, any further changes in the estimated costs to complete construction of the Kemper IGCC subject to the \$2.88 billion cost cap, net of the DOE Grants and excluding the Cost Cap Exceptions, will be reflected in the Company's statements of income and these changes could be material.

During 2015, events related to the Kemper IGCC had a significant adverse impact on Mississippi Power's financial condition. These events include (i) the termination by SMEPA in May 2015 of the APA between Mississippi Power and SMEPA, whereby SMEPA previously agreed to purchase a 15% undivided interest in the Kemper IGCC, and Mississippi Power's subsequent return of approximately \$301 million, including interest, to SMEPA; (ii) the termination of Mirror CWIP rates in July 2015 and the refund of \$371 million in Mirror CWIP rate collections, including carrying costs, in the fourth quarter 2015 as a result of the Mississippi Supreme Court's reversal of the Mississippi PSC's 2013 rate order authorizing the collection of \$156 million annually in Mirror CWIP rates; and (iii) the required recapture in December 2015 of \$235 million of Internal Revenue Code of 1986, as amended (Internal Revenue Code), Section 48A (Phase II) tax credits as a result of the extension of the expected in-service date for the Kemper IGCC.

As a result of the termination of the Mirror CWIP rates, Mississippi Power submitted a filing to the Mississippi PSC requesting interim rates to collect approximately \$159 million annually until a final rate decision could be made on Mississippi Power's request to recover costs associated with Kemper IGCC assets that had been placed in service. The Mississippi PSC approved the implementation of the requested interim rates in August 2015. Subsequently, on December 3, 2015, the Mississippi PSC issued an order (In-Service Asset Rate Order), based on a stipulation between

Mississippi Power and the MPUS, authorizing Mississippi Power to replace the interim rates with rates that provide for the recovery of approximately \$126 million annually related to Kemper IGCC assets previously placed in service. Further proceedings related to cost recovery for the Kemper IGCC are expected after the remainder of the Kemper IGCC is placed in service, which is currently expected in the third quarter 2016. On February 25, 2016, Greenleaf CO2 Solutions, LLC filed a notice of appeal of the In-Service Asset Rate Order with the Mississippi Supreme Court. Mississippi Power believes the appeal has no merit; however, an adverse outcome in this appeal could have a material impact on Southern Company's results of operations.

The ultimate outcome of these matters cannot be determined at this time.

II-32

Table of Contents

Index to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Nuclear Construction

On December 31, 2015, Westinghouse Electric Company LLC (Westinghouse) and Georgia Power, Oglethorpe Power Corporation, the Municipal Electric Authority of Georgia, and the City of Dalton, Georgia, acting by and through its Board of Water, Light, and Sinking Fund Commissioners, doing business as Dalton Utilities (collectively, Vogtle Owners), entered into a definitive settlement agreement (Contractor Settlement Agreement) to resolve disputes between the Vogtle Owners and Westinghouse and Stone & Webster, Inc., a subsidiary of The Shaw Group Inc., which was acquired by Chicago Bridge & Iron Company N.V. (CB&I) (Westinghouse and Stone & Webster, Inc., collectively, Contractor) under the engineering, procurement, and construction agreement between the Vogtle Owners and the Contractor (Vogtle 3 and 4 Agreement), including the pending litigation between the Vogtle Owners and the Contractor (Vogtle Construction Litigation).

Effective December 31, 2015, Georgia Power, acting for itself and as agent for the other Vogtle Owners, and the Contractor entered into an amendment to the Vogtle 3 and 4 Agreement to implement the Contractor Settlement Agreement. The Contractor Settlement Agreement and the related amendment to the Vogtle 3 and 4 Agreement (i) restrict the Contractor's ability to seek further increases in the contract price by clarifying and limiting the circumstances that constitute nuclear regulatory changes in law; (ii) provide for enhanced dispute resolution procedures; (iii) revise the guaranteed substantial completion dates to match the current estimated in-service dates of June 30, 2019 for Unit 3 and June 30, 2020 for Unit 4; (iv) provide that delay liquidated damages will now commence from the current estimated nuclear fuel loading date for each unit, which is December 31, 2018 for Unit 3 and December 31, 2019 for Unit 4, rather than the original guaranteed substantial completion dates under the Vogtle 3 and 4 Agreement; and (v) provide that Georgia Power, based on its ownership interest, will pay to the Contractor and capitalize to the project cost approximately \$350 million, of which approximately \$120 million has been paid previously under the dispute resolution procedures of the Vogtle 3 and 4 Agreement. Further, subsequent to December 31, 2015, Georgia Power paid approximately \$121 million under the terms of the Contractor Settlement Agreement. In addition, the Contractor Settlement Agreement provides for the resolution of other open existing items relating to the scope of the project under the Vogtle 3 and 4 Agreement, including cyber security, for which costs were reflected in Georgia Power's previously disclosed in-service cost estimate.

Further, as part of the settlement: (i) Westinghouse has engaged Fluor Enterprises, Inc., a subsidiary of Fluor Corporation, as a new construction subcontractor; and (ii) the Vogtle Owners, CB&I, and The Shaw Group Inc. have entered into mutual releases of any and all claims arising out of events or circumstances in connection with the construction of Plant Vogtle Units 3 and 4 that occurred on or before the date of the Contractor Settlement Agreement. On January 5, 2016, the Vogtle Construction Litigation was dismissed with prejudice.

On January 21, 2016, Georgia Power submitted the Contractor Settlement Agreement and the related amendment to the Vogtle 3 and 4 Agreement to the Georgia PSC for its review. On February 2, 2016, the Georgia PSC ordered Georgia Power to file supplemental information by April 5, 2016 in support of the Contractor Settlement Agreement and Georgia Power's position that all construction costs to date have been prudently incurred and that the current estimated in-service capital cost and schedule are reasonable. Following Georgia Power's filing under the order, the Georgia PSC Staff (Staff) will conduct a review of all costs incurred related to Plant Vogtle Units 3 and 4, the schedule for completion of Plant Vogtle Units 3 and 4, and the Contractor Settlement Agreement and the Staff is authorized to engage in related settlement discussions with Georgia Power and any intervenors. The order provides that the Staff is required to report to the Georgia PSC by October 5, 2016 with respect to the status of its review and any settlement-related negotiations.

The ultimate outcome of these matters cannot be determined at this time.

Income Tax Matters

Bonus Depreciation

On December 18, 2015, the Protecting Americans from Tax Hikes (PATH) Act was signed into law. Bonus depreciation was extended for qualified property placed in service over the next five years. The PATH Act allows for 50% bonus depreciation for 2015, 2016, and 2017; 40% bonus depreciation for 2018; and 30% bonus depreciation for 2019 and certain long-lived assets placed in service in 2020. The extension of 50% bonus depreciation is expected to result in approximately \$855 million of positive cash flows for the 2015 tax year and approximately \$1.3 billion for the 2016 tax year, which may not all be realized in 2016 due to a projected net operating loss for the 2016 tax year. Approximately \$360 million of this benefit is dependent upon placing the remainder of the Kemper IGCC in service in 2016. See Note 3 to the financial statements under "Integrated Coal Gasification Combined Cycle" for additional information. The ultimate outcome of this matter cannot be determined at this time.

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Tax Credits

The IRS allocated \$279 million (Phase II) of Internal Revenue Code Section 48A tax credits to Mississippi Power in connection with the Kemper IGCC. These tax credits were dependent upon meeting the IRS certification requirements, including an in-service date no later than April 19, 2016 and the capture and sequestration (via enhanced oil recovery) of at least 65% of the CO₂ produced by the Kemper IGCC during operations in accordance with the Internal Revenue Code. As a result of the schedule extension for the Kemper IGCC, the Phase II credits have been recaptured. See Note 3 to the financial statements under "Integrated Coal Gasification Combined Cycle" for additional information.

In 2009, President Obama signed into law the American Recovery and Reinvestment Act of 2009 (ARRA). Major tax incentives in the ARRA included renewable energy incentives. The PATH Act extended the ITC with a phase out that allows for 30% ITC for solar projects that commence construction by December 31, 2019; 26% ITC for solar projects that commence construction in 2020; 22% ITC for solar projects that commence construction in 2021; and the permanent 10% ITC for solar projects that commence construction on or after January 1, 2022. In addition, the PATH Act extended the production tax credit (PTC) for wind projects with a phase out that allows for 100% PTC for wind projects that commence construction in 2016; 80% PTC for wind projects that commence construction in 2017; 60% PTC for wind projects that commence construction in 2018; and 40% PTC for wind projects that commence construction in 2019. The Company has received ITCs and PTCs in connection with investments in solar, wind, and biomass facilities at Southern Power and Georgia Power. See Note 1 to the financial statements under "Income and Other Taxes" for additional information regarding credits amortized and the tax benefit related to basis differences. Section 174 Research and Experimental Deduction

Southern Company reflected deductions for research and experimental (R&E) expenditures related to the Kemper IGCC in its federal income tax calculations for 2013, 2014, and 2015. In May 2015, Southern Company amended its 2008 through 2013 federal income tax returns to include deductions for Kemper IGCC-related R&E expenditures. Due to the uncertainty related to this tax position, Southern Company had unrecognized tax benefits associated with these R&E deductions totaling approximately \$423 million as of December 31, 2015. See Note 5 to the financial statements under "Unrecognized Tax Benefits" for additional information. Also see "Bonus Depreciation" herein. The ultimate outcome of this matter cannot be determined at this time.

Other Matters

Southern Company and its subsidiaries are involved in various other matters being litigated and regulatory matters that could affect future earnings. In addition, Southern Company and its subsidiaries are subject to certain claims and legal actions arising in the ordinary course of business. The business activities of Southern Company's subsidiaries are subject to extensive governmental regulation related to public health and the environment, such as regulation of air emissions and water discharges. Litigation over environmental issues and claims of various types, including property damage, personal injury, common law nuisance, and citizen enforcement of environmental requirements, such as air quality and water standards, has occurred throughout the U.S. This litigation has included claims for damages alleged to have been caused by CO₂ and other emissions, CCR, and alleged exposure to hazardous materials, and/or requests for injunctive relief in connection with such matters.

The ultimate outcome of such pending or potential litigation against Southern Company and its subsidiaries cannot be predicted at this time; however, for current proceedings not specifically reported herein or in Note 3 to the financial statements, management does not anticipate that the ultimate liabilities, if any, arising from such current proceedings would have a material effect on Southern Company's financial statements. See Note 3 to the financial statements for a discussion of various other contingencies, regulatory matters, and other matters being litigated which may affect future earnings potential.

Through 2015, capacity revenues represented the majority of Gulf Power's wholesale earnings. Gulf Power had long-term sales contracts to cover 100% of its ownership share of Plant Scherer Unit 3 (205 MWs) and these capacity

revenues represented 82% of Gulf Power's total wholesale capacity revenues for 2015. Due to the expiration of a wholesale contract at the end of 2015 and future expiration dates of the remaining wholesale contracts for the unit, Gulf Power currently has contracts to cover 34% of the unit for 2016 and 27% of the unit through 2019. Gulf Power is actively evaluating alternatives relating to this asset, including replacement wholesale contracts. The expiration of the contract in 2015 and the scheduled future expiration of the remaining contracts are not expected to have a material impact on Southern Company's earnings. In the event some portion of the Gulf Power's ownership of Plant Scherer Unit 3 is not subject to a replacement long-term wholesale contract, the proportionate amount of the unit may be sold into the Southern Company power pool or into the wholesale market. The ultimate outcome of this matter cannot be determined at this time.

II-34

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

ACCOUNTING POLICIES

Application of Critical Accounting Policies and Estimates

Southern Company prepares its consolidated financial statements in accordance with GAAP. Significant accounting policies are described in Note 1 to the financial statements. In the application of these policies, certain estimates are made that may have a material impact on Southern Company's results of operations and related disclosures. Different assumptions and measurements could produce estimates that are significantly different from those recorded in the financial statements. Senior management has reviewed and discussed the following critical accounting policies and estimates with the Audit Committee of Southern Company's Board of Directors.

Electric Utility Regulation

Southern Company's traditional operating companies, which comprised approximately 94% of Southern Company's total operating revenues for 2015, are subject to retail regulation by their respective state PSCs and wholesale regulation by the FERC. These regulatory agencies set the rates the traditional operating companies are permitted to charge customers based on allowable costs, including a reasonable ROE. As a result, the traditional operating companies apply accounting standards which require the financial statements to reflect the effects of rate regulation. Through the ratemaking process, the regulators may require the inclusion of costs or revenues in periods different than when they would be recognized by a non-regulated company. This treatment may result in the deferral of expenses and the recording of related regulatory assets based on anticipated future recovery through rates or the deferral of gains or creation of liabilities and the recording of related regulatory liabilities. The application of the accounting standards has a further effect on the Company's financial statements as a result of the estimates of allowable costs used in the ratemaking process. These estimates may differ from those actually incurred by the traditional operating companies; therefore, the accounting estimates inherent in specific costs such as depreciation, AROs, and pension and postretirement benefits have less of a direct impact on the Company's results of operations and financial condition than they would on a non-regulated company.

As reflected in Note 1 to the financial statements, significant regulatory assets and liabilities have been recorded. Management reviews the ultimate recoverability of these regulatory assets and any requirement to refund these regulatory liabilities based on applicable regulatory guidelines and GAAP. However, adverse legislative, judicial, or regulatory actions could materially impact the amounts of such regulatory assets and liabilities and could adversely impact the Company's financial statements.

Kemper IGCC Estimated Construction Costs, Project Completion Date, and Rate Recovery

During 2015, Mississippi Power further revised its cost estimate to complete construction and start-up of the Kemper IGCC to an amount that exceeds the \$2.88 billion cost cap, net of the DOE Grants and excluding the Cost Cap Exceptions. Mississippi Power does not intend to seek any rate recovery for any costs related to the construction of the Kemper IGCC that exceed the \$2.88 billion cost cap, net of the DOE Grants and excluding the Cost Cap Exceptions. As a result of the revisions to the cost estimate, Southern Company recorded total pre-tax charges to income for the estimated probable losses on the Kemper IGCC of \$183 million (\$113 million after tax) in the fourth quarter 2015, \$150 million (\$93 million after tax) in the third quarter 2015, \$23 million (\$14 million after tax) in the second quarter 2015, \$9 million (\$6 million after tax) in the first quarter 2015, \$70 million (\$43 million after tax) in the fourth quarter 2014, \$418 million (\$258 million after tax) in the third quarter 2014, \$380 million (\$235 million after tax) in the first quarter 2014, \$40 million (\$25 million after tax) in the fourth quarter 2013, \$150 million (\$93 million after tax) in the third quarter 2013, \$450 million (\$278 million after tax) in the second quarter 2013, and \$540 million (\$333 million after tax) in the first quarter 2013. In the aggregate, Southern Company has incurred charges of \$2.4 billion (\$1.5 billion after tax) as a result of changes in the cost estimate above the cost cap for the Kemper IGCC through December 31, 2015.

Mississippi Power has experienced, and may continue to experience, material changes in the cost estimate for the Kemper IGCC. In subsequent periods, any further changes in the estimated costs to complete construction and start-up

of the Kemper IGCC subject to the \$2.88 billion cost cap, net of the DOE Grants and excluding the Cost Cap Exceptions, will be reflected in Southern Company's statements of income and these changes could be material. Any further cost increases and/or extensions of the in-service date with respect to the Kemper IGCC may result from factors including, but not limited to, labor costs and productivity, adverse weather conditions, shortages and inconsistent quality of equipment, materials, and labor, contractor or supplier delay, non-performance under operating or other agreements, operational readiness, including specialized operator training and required site safety programs, unforeseen engineering or design problems, start-up activities for this first-of-a-kind technology (including major equipment failure and system integration), and/or operational performance (including, but not limited to, additional costs to satisfy any operational parameters ultimately adopted by the Mississippi PSC).

II-35

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Mississippi Power's revised cost estimate includes costs through August 31, 2016. Any extension of the in-service date beyond August 31, 2016 is currently estimated to result in additional base costs of approximately \$25 million to \$35 million per month, which includes maintaining necessary levels of start-up labor, materials, and fuel, as well as operational resources required to execute start-up and commissioning activities. However, additional costs may be required for remediation of any further equipment and/or design issues identified. Any extension of the in-service date with respect to the Kemper IGCC beyond August 31, 2016 would also increase costs for the Cost Cap Exceptions, which are not subject to the \$2.88 billion cost cap established by the Mississippi PSC. These costs include AFUDC, which is currently estimated to total approximately \$13 million per month, as well as carrying costs and operating expenses on Kemper IGCC assets placed in service and consulting and legal fees of approximately \$2 million per month.

Given the significant judgment involved in estimating the future costs to complete construction and start-up, the project completion date, the ultimate rate recovery for the Kemper IGCC, and the potential impact on Southern Company's results of operations, Southern Company considers these items to be critical accounting estimates. See Note 3 to the financial statements under "Integrated Coal Gasification Combined Cycle" for additional information.

Asset Retirement Obligations

AROs are computed as the fair value of the estimated ultimate costs for an asset's future retirement and are recorded in the period in which the liability is incurred. The costs are capitalized as part of the related long-lived asset and depreciated over the asset's useful life. In the absence of quoted market prices, AROs are estimated using present value techniques in which estimates of future cash outlays associated with the asset retirements are discounted using a credit-adjusted risk-free rate. Estimates of the timing and amounts of future cash outlays are based on projections of when and how the assets will be retired and the cost of future removal activities.

The liability for AROs primarily relates to the decommissioning of nuclear facilities – Alabama Power's Plant Farley and Georgia Power's ownership interests in Plant Hatch and Plant Vogtle Units 1 and 2 – and facilities that are subject to the CCR Rule, principally ash ponds. In addition, the Southern Company system has retirement obligations related to various landfill sites, asbestos removal, mine reclamation, and disposal of polychlorinated biphenyls in certain transformers. The Southern Company system also has identified retirement obligations related to certain transmission and distribution facilities, certain wireless communication towers, property associated with the Southern Company system's rail lines and natural gas pipelines, and certain structures authorized by the U.S. Army Corps of Engineers. However, liabilities for the removal of these assets have not been recorded because the settlement timing for the retirement obligations related to these assets is indeterminable and, therefore, the fair value of the retirement obligations cannot be reasonably estimated. A liability for these AROs will be recognized when sufficient information becomes available to support a reasonable estimation of the ARO.

As a result of the final CCR Rule discussed above, Alabama Power, Gulf Power, and Mississippi Power recorded new AROs for facilities that are subject to the CCR Rule. Georgia Power had previously recorded AROs as a result of state requirements in Georgia which closely align with the requirements of the CCR Rule. The cost estimates are based on information using various assumptions related to closure and post-closure costs, timing of future cash outlays, inflation and discount rates, and the potential methods for complying with the CCR Rule requirements for closure in place or by other methods. As further analysis is performed, including evaluation of the expected method of compliance, refinement of assumptions underlying the cost estimates, such as the quantities of CCR at each site, and the determination of timing, including the potential for closing ash ponds prior to the end of their currently anticipated useful life, the traditional operating companies expect to continue to periodically update these estimates.

Given the significant judgment involved in estimating AROs, Southern Company considers the liabilities for AROs to be critical accounting estimates.

See Note 1 to the financial statements under "Asset Retirement Obligations and Other Costs of Removal" and "Nuclear Decommissioning" for additional information.

Pension and Other Postretirement Benefits

Southern Company's calculation of pension and other postretirement benefits expense is dependent on a number of assumptions. These assumptions include discount rates, healthcare cost trend rates, expected long-term return on plan assets, mortality rates, expected salary and wage increases, and other factors. Components of pension and other postretirement benefits expense include interest and service cost on the pension and other postretirement benefit plans, expected return on plan assets, and amortization of certain unrecognized costs and obligations. Actual results that differ from the assumptions utilized are accumulated and amortized over future periods and, therefore, generally affect recognized expense and the recorded obligation in future periods. While the

II-36

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Company believes that the assumptions used are appropriate, differences in actual experience or significant changes in assumptions would affect its pension and other postretirement benefits costs and obligations.

Key elements in determining Southern Company's pension and other postretirement benefit expense are the expected long-term return on plan assets and the discount rate used to measure the benefit plan obligations and the periodic benefit plan expense for future periods. The expected long-term return on pension and other postretirement benefit plan assets is based on Southern Company's investment strategy, historical experience, and expectations for long-term rates of return that consider external actuarial advice. Southern Company determines the long-term return on plan assets by applying the long-term rate of expected returns on various asset classes to Southern Company's target asset allocation. For purposes of determining its liability related to the pension and other postretirement benefit plans, Southern Company discounts the future related cash flows using a single-point discount rate for each plan developed from the weighted average of market-observed yields for high quality fixed income securities with maturities that correspond to expected benefit payments. For 2015 and prior years, Southern Company computed the interest cost component of its net periodic pension and other postretirement benefit plan expense using the same single-point discount rate. For 2016, Southern Company has adopted a full yield curve approach for calculating the interest cost component whereby the discount rate for each year is applied to the liability for that specific year. As a result, the interest cost component of net periodic pension and other postretirement benefit plan expense will decrease by approximately \$96 million in 2016.

The following table illustrates the sensitivity to changes in Southern Company's long-term assumptions with respect to the assumed discount rate, the assumed salaries, and the assumed long-term rate of return on plan assets:

Change in Assumption	Increase/(Decrease) in Total Benefit Expense for 2016	Increase/(Decrease) in Projected Obligation for Pension Plan at December 31, 2015	Increase/(Decrease) in Projected Obligation for Other Postretirement Benefit Plans at December 31, 2015
	(in millions)		
25 basis point change in discount rate	\$30/\$(29)	\$353/\$(335)	\$56/\$(53)
25 basis point change in salaries	\$12/\$(11)	\$91/\$(88)	\$-/ \$-
25 basis point change in long-term return on plan assets	\$25/\$(25)	N/A	N/A

N/A – Not applicable

Contingent Obligations

Southern Company is subject to a number of federal and state laws and regulations as well as other factors and conditions that subject it to environmental, litigation, income tax, and other risks. See FUTURE EARNINGS POTENTIAL herein and Note 3 to the financial statements for more information regarding certain of these contingencies. Southern Company periodically evaluates its exposure to such risks and records reserves for those matters where a non-tax-related loss is considered probable and reasonably estimable and records a tax asset or liability if it is more likely than not that a tax position will be sustained. The adequacy of reserves can be significantly affected by external events or conditions that can be unpredictable; thus, the ultimate outcome of such matters could materially affect Southern Company's results of operations, cash flows, or financial condition.

Recently Issued Accounting Standards

The Financial Accounting Standards Board's (FASB) ASC 606, Revenue from Contracts with Customers, revises the accounting for revenue recognition effective for fiscal years beginning after December 15, 2017. Southern Company continues to evaluate the requirements of ASC 606. The ultimate impact of the new standard has not yet been determined.

On April 7, 2015, the FASB issued Accounting Standards Update (ASU) No. 2015-03, Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs (ASU 2015-03). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability and is effective for fiscal years beginning after December 15, 2015. As permitted, Southern Company elected to early adopt the guidance as of December 31, 2015 and applied its provisions retrospectively to each prior period presented for comparative purposes. The new guidance resulted in an adjustment to the presentation of debt issuance costs as an offset to the related debt balances primarily in long-term debt totaling \$202 million as of December 31, 2014. These debt issuance costs were previously presented within unamortized debt issuance expense. Other than the reclassification, the adoption of ASU 2015-03 did not have an impact on the results of operations, cash flows, or financial condition of Southern Company. See Notes 6 and 10 to the financial statements for disclosures impacted by ASU 2015-03.

II-37

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

On May 1, 2015, the FASB issued ASU No. 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent) (ASU 2015-07), effective for fiscal years beginning after December 15, 2015. As permitted, Southern Company elected to early adopt the guidance as of December 31, 2015 and applied its provisions retrospectively to each prior period presented for comparative purposes. The amendments in ASU 2015-07 remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. In addition, the amendments remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient regardless of whether the practical expedient was used. In accordance with ASU 2015-07, previously reported amounts have been conformed to the current presentation. The adoption of ASU 2015-07 had no impact on the results of operations, cash flows, or financial condition of Southern Company. See Notes 2 and 10 to the financial statements for disclosures impacted by ASU 2015-07.

On November 20, 2015, the FASB issued ASU No. 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes (ASU 2015-17), which simplifies the presentation of deferred income taxes. ASU 2015-17 requires deferred tax assets and liabilities to be presented as non-current in a classified balance sheet and is effective for fiscal years beginning after December 15, 2016, including interim periods within that reporting period. As permitted, Southern Company elected to early adopt the guidance as of December 31, 2015 and applied its provisions retrospectively to each prior period presented for comparative purposes. Prior to the adoption of ASU 2015-17, all deferred income tax assets and liabilities were required to be separated into current and non-current amounts. The new guidance resulted in a reclassification from deferred income taxes, current of \$506 million, with \$488 million to non-current accumulated deferred income taxes and \$18 million to other deferred charges, as well as \$2 million from accrued income taxes to non-current accumulated deferred income taxes in Southern Company's December 31, 2014 balance sheet. Other than the reclassification, the adoption of ASU 2015-17 did not have an impact on the results of operations, cash flows, or financial condition of Southern Company. See Note 5 to the financial statements for disclosures impacted by ASU 2015-17.

FINANCIAL CONDITION AND LIQUIDITY

Overview

Earnings in 2015 and 2014 were negatively affected by revisions to the cost estimate for the Kemper IGCC; however, Southern Company's financial condition remained stable at December 31, 2015 and December 31, 2014. Through December 31, 2015, Southern Company has incurred non-recoverable cash expenditures of \$1.95 billion and is expected to incur approximately \$0.46 billion in additional non-recoverable cash expenditures through completion of the Kemper IGCC.

Southern Company's cash requirements primarily consist of funding ongoing operations, funding the cash consideration for the Merger, common stock dividends, capital expenditures, and debt maturities. The Southern Company system's capital expenditures and other investing activities include investments to meet projected long-term demand requirements, to maintain existing facilities, to comply with environmental regulations, and for restoration following major storms. Operating cash flows provide a substantial portion of the Southern Company system's cash needs. For the three-year period from 2016 through 2018, Southern Company's projected common stock dividends, capital expenditures, and debt maturities are expected to exceed operating cash flows. The Southern Company system's projected capital expenditures in that period include investments to build new generation facilities, to maintain existing generation facilities, to add environmental modifications to existing generating units, to add or change fuel sources for certain existing units, and to expand and improve transmission and distribution facilities. Southern Company plans to finance future cash needs in excess of its operating cash flows primarily by accessing borrowings from financial institutions and through debt and equity issuances in the capital markets. Southern Company intends to continue to monitor its access to short-term and long-term capital markets as well as bank credit

arrangements to meet future capital and liquidity needs. See FUTURE EARNINGS POTENTIAL – "Income Tax Matters – Bonus Depreciation" and "Sources of Capital," "Financing Activities," and "Capital Requirements and Contractual Obligations" herein for additional information.

Southern Company's investments in the qualified pension plan and the nuclear decommissioning trust funds decreased in value as of December 31, 2015 as compared to December 31, 2014. No contributions to the qualified pension plan were made for the year ended December 31, 2015, and no mandatory contributions to the qualified pension plan are anticipated during 2016. See "Contractual Obligations" herein and Notes 1 and 2 to the financial statements under "Nuclear Decommissioning" and "Pension Plans," respectively, for additional information.

Net cash provided from operating activities in 2015 totaled \$6.3 billion, an increase of \$459 million from 2014. The increase in net cash provided from operating activities was primarily due to an increase in fuel cost recovery, partially offset by the timing of vendor payments. Net cash provided from operating activities in 2014 totaled \$5.8 billion, a decrease of \$282 million from 2013. Significant changes in operating cash flow for 2014 as compared to 2013 included \$500 million of voluntary contributions to the qualified pension plan and an increase in receivables due to under recovered fuel costs, partially offset by an increase in accrued compensation.

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Net cash used for investing activities in 2015, 2014, and 2013 totaled \$7.3 billion, \$6.4 billion, and \$5.7 billion, respectively. The cash used for investing activities in each of these years was primarily due to gross property additions for installation of equipment to comply with environmental standards, construction of generation, transmission, and distribution facilities, acquisitions of solar facilities, and purchases of nuclear fuel.

Net cash provided from financing activities totaled \$1.7 billion in 2015 due to issuances of long-term debt and common stock and an increase in short-term debt, partially offset by common stock dividend payments and redemptions of long-term debt and preferred and preference stock. Net cash provided from financing activities totaled \$644 million in 2014 due to issuances of long-term debt and common stock, partially offset by common stock dividend payments, redemptions of long-term debt, and a reduction in short-term debt. Net cash used for financing activities totaled \$324 million in 2013 due to redemptions of long-term debt and payments of common stock dividends, partially offset by issuances of long-term debt and common stock and an increase in notes payable. Fluctuations in cash flow from financing activities vary from year to year based on capital needs and the maturity or redemption of securities.

Significant balance sheet changes in 2015 included increases of \$4.9 billion in plant in service, net of depreciation and \$1.3 billion in construction work in progress for the installation of equipment to comply with environmental standards and construction of generation, transmission, and distribution facilities; increases of \$0.7 billion in other regulatory assets, deferred and \$1.6 billion in AROs primarily resulting from impacts of the CCR Rule; an increase of \$3.4 billion in short-term and long-term debt to fund the subsidiaries' continuous construction programs and for other general corporate purposes; and an increase of \$1.2 billion in accumulated deferred income taxes primarily as a result of bonus depreciation. See Note 1 and Note 5 to the financial statements for additional information regarding AROs and deferred income taxes, respectively.

At the end of 2015, the market price of Southern Company's common stock was \$46.79 per share (based on the closing price as reported on the New York Stock Exchange) and the book value was \$22.59 per share, representing a market-to-book value ratio of 207%, compared to \$49.11, \$21.98, and 223%, respectively, at the end of 2014.

Sources of Capital

Southern Company intends to meet its future capital needs through operating cash flows, short-term debt, term loans, and external security issuances. Equity capital can be provided from any combination of the Company's stock plans, private placements, or public offerings. The amount and timing of additional equity capital and debt issuances in 2016, as well as in subsequent years, will be contingent on Southern Company's investment opportunities and the Southern Company system's capital requirements.

Except as described herein, the traditional operating companies and Southern Power plan to obtain the funds required for construction and other purposes from operating cash flows, external security issuances, term loans, short-term borrowings, and equity contributions or loans from Southern Company. However, the amount, type, and timing of any future financings, if needed, will depend upon prevailing market conditions, regulatory approval, and other factors. In addition, Georgia Power may make borrowings through a loan guarantee agreement (Loan Guarantee Agreement), between Georgia Power and the DOE, the proceeds of which may be used to reimburse Georgia Power for a portion of certain costs of construction relating to Plant Vogtle Units 3 and 4 that are eligible for financing under the Loan Guarantee Agreement (Eligible Project Costs). Under the Loan Guarantee Agreement, the DOE agreed to guarantee borrowings of up to \$3.46 billion (not to exceed 70% of Eligible Project Costs) to be made by Georgia Power under a multi-advance credit facility (FFB Credit Facility) among Georgia Power, the DOE, and the FFB. See Note 6 to the financial statements under "DOE Loan Guarantee Borrowings" for additional information regarding the Loan Guarantee Agreement and Note 3 to the financial statements under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" for additional information regarding Plant Vogtle Units 3 and 4.

Eligible Project Costs incurred through December 31, 2015 would allow for borrowings of up to \$2.3 billion under the FFB Credit Facility, of which Georgia Power has borrowed \$2.2 billion.

Mississippi Power received \$245 million of DOE Grants in prior years that were used for the construction of the Kemper IGCC. An additional \$25 million of DOE Grants is expected to be received for the commercial operation of the Kemper IGCC. See Note 3 to the financial statements under "Integrated Coal Gasification Combined Cycle" for information regarding legislation related to the securitization of certain costs of the Kemper IGCC.

Mississippi Power expects the Kemper IGCC to qualify for additional DOE grants included in the recently passed Consolidated Appropriations Act of 2015, which are expected to be used to reduce future rate impacts for customers. The ultimate outcome of this matter cannot be determined at this time.

The issuance of securities by the traditional operating companies is generally subject to the approval of the applicable state PSC. The issuance of all securities by Mississippi Power and short-term securities by Georgia Power is generally subject to regulatory approval by the FERC. Additionally, with respect to the public offering of securities, Southern Company and certain of its

II-39

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

subsidiaries file registration statements with the SEC under the Securities Act of 1933, as amended (1933 Act). The amounts of securities authorized by the appropriate regulatory authorities, as well as the securities registered under the 1933 Act, are continuously monitored and appropriate filings are made to ensure flexibility in the capital markets. Southern Company, each traditional operating company, and Southern Power obtain financing separately without credit support from any affiliate. See Note 6 to the financial statements under "Bank Credit Arrangements" for additional information. The Southern Company system does not maintain a centralized cash or money pool. Therefore, funds of each company are not commingled with funds of any other company in the Southern Company system.

As of December 31, 2015, Southern Company's current liabilities exceeded current assets by \$2.6 billion, primarily due to long-term debt that is due within one year of \$2.7 billion, including approximately \$0.5 billion at the parent company, \$0.2 billion at Alabama Power, \$0.7 billion at Georgia Power, \$0.1 billion at Gulf Power, \$0.7 billion at Mississippi Power, and \$0.4 billion at Southern Power. In addition, Mississippi Power has \$0.5 billion in short-term bank loans scheduled to mature on April 1, 2016. To meet short-term cash needs and contingencies, Southern Company has substantial cash flow from operating activities and access to capital markets and financial institutions. Southern Company, the traditional operating companies, and Southern Power intend to utilize operating cash flows, as well as commercial paper, lines of credit, bank notes, and securities issuances, as market conditions permit, as well as, under certain circumstances for the traditional operating companies and Southern Power, equity contributions and/or loans from Southern Company to meet their short-term capital needs.

The financial condition of Mississippi Power and its ability to obtain financing needed for normal business operations and completion of construction and start-up of the Kemper IGCC were adversely affected by the return of approximately \$301 million of interest bearing refundable deposits to SMEPA in June 2015 in connection with the termination of the APA, the required refund of approximately \$371 million of Mirror CWIP rate collections, including associated carrying costs, the termination of the Mirror CWIP rate, and the required recapture of Phase II tax credits. On December 3, 2015, the Mississippi PSC approved the In-Service Asset Rate Order which, among other things, provides for retail rate recovery of an annual revenue requirement of approximately \$126 million which became effective on December 17, 2015. Mississippi Power plans to refinance its 2016 debt maturities with bank term loans and to obtain the funds required for construction and other purposes from operating cash flows and lines of credit (to the extent available) as well as loans and, under certain circumstances, equity contributions from Southern Company. See Note 3 to the financial statements under "Integrated Coal Gasification Combined Cycle" herein for additional information.

At December 31, 2015, Southern Company and its subsidiaries had approximately \$1.4 billion of cash and cash equivalents. Committed credit arrangements with banks at December 31, 2015 were as follows:

Company	Expires						Executable Term Loans		Due Within One Year	
	2016	2017	2018	2020	Total	Unused	One Year	Two Years	Term Out	No Term Out
	(in millions)						(in millions)		(in millions)	
Southern Company ^(a)	\$—	\$—	\$1,000	\$1,250	\$2,250	\$2,250	\$—	\$—	\$—	\$—
Alabama Power	40	—	500	800	1,340	1,340	—	—	—	40
Georgia Power	—	—	—	1,750	1,750	1,732	—	—	—	—
Gulf Power	80	30	165	—	275	275	50	—	50	30
Mississippi Power	220	—	—	—	220	195	30	15	45	175
Southern Power ^(b)	—	—	—	600	600	566	—	—	—	—

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Other	70	—	—	—	70	70	—	—	—	70
Total	\$410	\$30	\$1,665	\$4,400	\$6,505	\$6,428	\$80	\$15	\$95	\$315

(a) Excludes the \$8.1 billion Bridge Agreement entered into in September 2015 that will be funded only to the extent necessary to provide financing for the Merger as discussed herein.

(b) Excludes credit agreements (Project Credit Facilities) assumed with the acquisition of certain solar facilities, which are non-recourse to Southern Power Company, the proceeds of which are being used to finance project costs related to such solar facilities currently under construction. See Note 12 to the financial statements under "Southern Power" for additional information.

See Note 6 to the financial statements under "Bank Credit Arrangements" for additional information.

As reflected in the table above, in August 2015, Southern Company, Alabama Power, Georgia Power, and Southern Power Company each amended and restated their multi-year credit arrangements, which, among other things, extended the maturity

II-40

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

dates from 2018 to 2020. Southern Company and Southern Power Company increased their borrowing ability under these arrangements to \$1.25 billion from \$1.0 billion and to \$600 million from \$500 million, respectively. Georgia Power increased its borrowing ability by \$150 million under its facility maturing in 2020 and terminated its aggregate \$150 million facilities maturing in 2016. In September 2015, Southern Company entered into an additional multi-year credit arrangement for \$1 billion with a maturity date of 2018. Also in September 2015, Alabama Power entered into a new \$500 million three-year credit arrangement which replaced a majority of Alabama Power's bilateral credit arrangements. In November 2015, Gulf Power amended and restated certain of its multi-year credit arrangements which, among other things, extended the maturity dates from 2016 to 2018.

Most of these bank credit arrangements contain covenants that limit debt levels and contain cross acceleration or cross default provisions to other indebtedness (including guarantee obligations) that are restricted only to the indebtedness of the individual company. Such cross default provisions to other indebtedness would trigger an event of default if the applicable borrower defaulted on indebtedness or guarantee obligations over a specified threshold. Such cross acceleration provisions to other indebtedness would trigger an event of default if the applicable borrower defaulted on indebtedness, the payment of which was then accelerated. Southern Company, the traditional operating companies, and Southern Power Company are currently in compliance with all such covenants. None of the bank credit arrangements contain material adverse change clauses at the time of borrowings.

Subject to applicable market conditions, Southern Company and its subsidiaries expect to renew or replace their bank credit arrangements as needed, prior to expiration. In connection therewith, Southern Company and its subsidiaries may extend the maturity dates and/or increase or decrease the lending commitments thereunder.

A portion of the unused credit with banks is allocated to provide liquidity support to the traditional operating companies' pollution control revenue bonds and commercial paper programs. The amount of variable rate pollution control revenue bonds outstanding requiring liquidity support as of December 31, 2015 was approximately \$1.8 billion. In addition, at December 31, 2015, the traditional operating companies had approximately \$181 million of fixed rate pollution control revenue bonds outstanding that were required to be remarketed within the next 12 months. Southern Company intends to initially fund the cash consideration for the Merger using a mix of debt and equity. Southern Company finances its capital needs on a portfolio basis and expects to issue approximately \$8.0 billion in debt prior to closing the Merger and approximately \$1.2 billion in equity during 2016. This capital is expected to provide funding for the Merger, Southern Power growth opportunities, and other Southern Company system capital projects. Southern Company expects to issue the debt to fund the Merger Consideration in several tranches including long-dated maturities. The amount of debt issued at each maturity will depend on prevailing market conditions at the time of the offering and other factors. In addition, Southern Company entered into the \$8.1 billion Bridge Agreement on September 30, 2015 to provide financing for the Merger in the event long-term financing is not available.

The Bridge Agreement provides for total loan commitments in an aggregate amount of \$8.1 billion to fund the payment of the cash consideration payable under the Merger Agreement and other cash payments required in connection with the consummation of the Merger, the Bridge Agreement and the borrowings thereunder, the other financing transactions related to the Merger, and the payment of fees and expenses incurred in connection with the foregoing. If funded, the loan under the Bridge Agreement will mature and be payable in full on the date that is 364 days after the funding of the commitments under the Bridge Agreement (Closing Date).

In connection with the Bridge Agreement, Southern Company will pay a ticking fee for the benefit of the lenders thereto, accruing from November 21, 2015, in an amount equal to 0.125% per annum of the aggregate commitments under the Bridge Agreement, which fee will accrue through the earlier of (i) the date of termination of the commitments and (ii) the Closing Date. Additionally, under the terms of the Bridge Agreement, Southern Company is required to pay certain customary fees to the lenders as set forth in related letters. As of December 31, 2015, Southern Company had no outstanding loans under the Bridge Agreement.

Southern Company, the traditional operating companies, and Southern Power make short-term borrowings primarily through commercial paper programs that have the liquidity support of the committed bank credit arrangements described above, excluding the Bridge Agreement. Southern Company, the traditional operating companies, and Southern Power may also borrow through various other arrangements with banks. Short-term borrowings are included in notes payable in the balance sheets.

II-41

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Details of short-term borrowings were as follows:

	Short-term Debt at the End of the Period			Short-term Debt During the Period (*)			
	Amount Outstanding	Weighted Average Interest Rate		Average Amount Outstanding	Weighted Average Interest Rate	Maximum Amount Outstanding	
	(in millions)			(in millions)			(in millions)
December 31, 2015:							
Commercial paper	\$740	0.7	%	\$842	0.4	%	\$1,563
Short-term bank debt	500	1.4	%	444	1.1	%	795
Total	\$1,240	0.9	%	\$1,286	0.5	%	
December 31, 2014:							
Commercial paper	\$803	0.3	%	\$754	0.2	%	\$1,582
Short-term bank debt	—	—	%	98	0.8	%	400
Total	\$803	0.3	%	\$852	0.3	%	
December 31, 2013:							
Commercial paper	\$1,082	0.2	%	\$993	0.3	%	\$1,616
Short-term bank debt	400	0.9	%	107	0.9	%	400
Total	\$1,482	0.4	%	\$1,100	0.3	%	

(*) Average and maximum amounts are based upon daily balances during the twelve-month periods ended December 31, 2015, 2014, and 2013.

In addition to the short-term borrowings in the table above, the Project Credit Facilities had total amounts outstanding as of December 31, 2015 of \$137 million at a weighted average interest rate of 2.0%. For the year ended December 31, 2015, the Project Credit Facilities had a maximum amount outstanding of \$137 million, and an average amount outstanding of \$13 million at a weighted average interest rate of 2.0%.

The Company believes the need for working capital can be adequately met by utilizing commercial paper programs, lines of credit, bank notes, and operating cash flows.

Financing Activities

During 2015, Southern Company issued approximately 6.6 million shares of common stock primarily through the employee equity compensation plan and received proceeds of approximately \$256 million. During the first nine months of 2015, all sales under the Southern Investment Plan and the Employee Savings Plan were funded with shares acquired on the open market by independent plan administrators. In October 2015, Southern Company began issuing shares of common stock through the Southern Investment Plan and the Employee Savings Plan. The Company may satisfy its obligations with respect to the plans in several ways, including through using newly issued shares or treasury shares or acquiring shares on the open market through the independent plan administrators.

On March 2, 2015, Southern Company announced a program to repurchase up to 20 million shares of Southern Company common stock to offset all or a portion of the incremental shares issued under its employee and director stock plans, including through stock option exercises, until December 31, 2017. Under this program, approximately 2.6 million shares were repurchased in 2015 at a total cost of approximately \$115 million. No further repurchases under the program are anticipated.

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

The following table outlines the long-term debt financing activities for Southern Company and its subsidiaries for the year ended December 31, 2015:

Company	Senior Note Issuances	Senior Note Maturities and Redemptions	Revenue Bond Issuances and Reofferings of Purchased Bonds ^(a)	Revenue Bond Maturities, Redemptions, and Repurchases	Other Long-Term Debt Issuances	Other Long-Term Debt Redemptions and Maturities ^(b)
	(in millions)					
Southern Company	\$600	\$400	\$—	\$—	\$1,400	\$—
Alabama Power	975	650	80	134	—	—
Georgia Power	500	1,175	409	267	1,000	6
Gulf Power	—	60	13	13	—	—
Mississippi Power	—	—	—	—	275	353
Southern Power	1,650	525	—	—	402	4
Other	—	—	—	—	—	17
Elimination ^(c)	—	—	—	—	(275)	—
Total	\$3,725	\$2,810	\$502	\$414	\$2,802	\$380

Includes a reoffering by Alabama Power of \$80.0 million aggregate principal amount of revenue bonds purchased and held since April 2015; reofferings by Georgia Power of \$135.2 million, \$104.6 million, and \$65.0 million aggregate principal amount of revenue bonds purchased and held since 2010, 2013, and April 2015, respectively; and a reoffering by Gulf Power of \$13.0 million aggregate principal amount of revenue bonds purchased and held in July 2015. Also includes repurchases and reofferings by Georgia Power of \$94.6 million and \$10.0 million aggregate principal amount of revenue bonds in August 2015 in connection with optional tenders.

(b) Includes reductions in capital lease obligations resulting from cash payments under capital leases.

(c) Intercompany loan from Southern Company to Mississippi Power eliminated in Southern Company's Consolidated Financial Statements.

In June 2015, Southern Company issued \$600 million aggregate principal amount of Series 2015A 2.750% Senior Notes due June 15, 2020. The proceeds were used to pay a portion of Southern Company's outstanding short-term indebtedness and for other general corporate purposes.

In September 2015, Southern Company entered into a \$400 million aggregate principal amount 18-month floating rate bank loan bearing interest based on one-month LIBOR. The proceeds were used for working capital and other general corporate purposes.

Also in September 2015, Southern Company repaid at maturity \$400 million aggregate principal amount of its Series 2010A 2.375% Senior Notes due September 15, 2015.

In October 2015, Southern Company issued \$1.0 billion aggregate principal amount of Series 2015A 6.25% Junior Subordinated Notes due October 15, 2075. The proceeds were used to pay a portion of Southern Company's outstanding short-term indebtedness and for other general corporate purposes.

In November and December 2015, Southern Company entered into forward-starting interest rate swaps to hedge exposure to interest rate changes related to anticipated debt issuances. The notional amount of the swaps totaled \$2 billion. Subsequent to December 31, 2015, Southern Company entered into an additional \$700 million notional amount of forward-starting interest rate swaps.

Except as described herein, Southern Company's subsidiaries used the proceeds of the debt issuances shown in the table above for their redemptions and maturities shown in the table above, to repay short-term indebtedness, and for

general corporate purposes, including their continuous construction programs and, for Southern Power, its growth strategy.

A portion of the proceeds of Alabama Power's senior note issuances were used in May 2015 to redeem 6.48 million shares (\$162 million aggregate stated capital) of Alabama Power's 5.20% Class A Preferred Stock at a redemption price of \$25 per share plus accrued and unpaid dividends to the redemption date, 4.0 million shares (\$100 million aggregate stated capital) of Alabama Power's 5.30% Class A Preferred Stock at a redemption price of \$25 per share plus accrued and unpaid dividends to the redemption date, and 6.0 million shares (\$150 million aggregate stated capital) of Alabama Power's 5.625% Series Preference Stock at a redemption price of \$25 per share plus accrued and unpaid dividends to the redemption date.

Georgia Power's "Other Long-Term Debt Issuances" reflected in the table above include borrowings in June and December 2015 under the FFB Credit Facility in an aggregate principal amount of \$600 million and \$400 million, respectively. The interest rate

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

applicable to the \$600 million principal amount is 3.283% and the interest rate applicable to the \$400 million principal amount is 3.072%, both for an interest period that extends to the final maturity date of February 20, 2044. The proceeds were used to reimburse Georgia Power for Eligible Project Costs relating to the construction of Plant Vogtle Units 3 and 4.

In March 2015, Georgia Power entered into a \$250 million aggregate principal amount three-month floating rate bank loan bearing interest based on one-month LIBOR. The loan was repaid at maturity.

In April 2015, Mississippi Power entered into two short-term floating rate bank loans with a maturity date of April 1, 2016, in an aggregate principal amount of \$475 million, bearing interest based on one-month LIBOR. A portion of the proceeds of these loans were used for the repayment of term loans in an aggregate principal amount of \$275 million. Mississippi Power also amended three outstanding floating rate bank loans for an aggregate principal amount of \$425 million which, among other things, extended the maturity dates from various dates in 2015 to April 1, 2016.

In addition to the amounts reflected in the table above, Mississippi Power previously received a total of \$275 million of deposits from SMEPA that were required to be returned to SMEPA with interest in connection with the termination of the APA. On June 3, 2015, Southern Company, pursuant to its guarantee obligation, returned approximately \$301 million to SMEPA. Subsequently, Mississippi Power issued a floating rate promissory note to Southern Company in an aggregate principal amount of approximately \$301 million bearing interest based on one-month LIBOR, which matures on December 1, 2017. See Note 3 to the financial statements under "Integrated Coal Gasification Combined Cycle – Termination of Proposed Sale of Undivided Interest to SMEPA" for additional information.

In June 2015, Gulf Power entered into a \$40 million aggregate principal amount three-month floating rate bank loan bearing interest based on one-month LIBOR. The loan was repaid at maturity.

In October 2015, Gulf Power entered into forward-starting interest rate swaps to hedge exposure to interest rate changes related to an anticipated debt issuance. The notional amount of the swaps totaled \$80 million.

Subsequent to December 31, 2015, Alabama Power issued \$400 million aggregate principal amount of Series 2016A 4.30% Senior Notes due January 2, 2046. The proceeds were used to repay at maturity \$200 million aggregate principal amount of its Series FF 5.20% Senior Notes due January 15, 2016 and for general corporate purposes, including Alabama Power's continuous construction program.

Subsequent to December 31, 2015, Southern Power borrowed \$182 million pursuant to the Project Credit Facilities at a weighted average interest rate of 2.0%.

In addition to any financings that may be necessary to meet capital requirements and contractual obligations, Southern Company and its subsidiaries plan to continue, when economically feasible, a program to retire higher-cost securities and replace these obligations with lower-cost capital if market conditions permit.

Credit Rating Risk

Southern Company and its subsidiaries do not have any credit arrangements that would require material changes in payment schedules or terminations as a result of a credit rating downgrade.

There are certain contracts that could require collateral, but not accelerated payment, in the event of a credit rating change of certain subsidiaries to BBB and/or Baa2 or below. These contracts are for physical electricity purchases and sales, fuel purchases, fuel transportation and storage, energy price risk management, transmission, interest rate management, and construction of new generation at Plant Vogtle Units 3 and 4.

The maximum potential collateral requirements under these contracts at December 31, 2015 were as follows:

Credit Ratings	Maximum Potential Collateral Requirements (in millions) \$12
At BBB and/or Baa2	

At BBB- and/or Baa3

\$508

Below BBB- and/or Baa3

\$2,432

Generally, collateral may be provided by a Southern Company guaranty, letter of credit, or cash. Additionally, a credit rating downgrade could impact the ability of Southern Company and its subsidiaries to access capital markets and would be likely to

II-44

Table of Contents

Index to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

impact the cost at which they do so.

On June 5, 2015, Fitch Ratings, Inc. (Fitch) downgraded the long-term issuer default rating of Mississippi Power to BBB+ from A-. Fitch maintained the negative ratings outlook for Mississippi Power and revised the ratings outlook for Southern Company from stable to negative.

On August 14, 2015, Moody's downgraded the senior unsecured debt rating of Mississippi Power to Baa2 from Baa1. Moody's maintained the negative ratings outlook for Mississippi Power.

On August 17, 2015, S&P downgraded the consolidated long-term issuer rating of Southern Company (including Alabama Power, Georgia Power, and Gulf Power) to A- from A. Also on August 17, 2015, S&P downgraded the issuer rating of Mississippi Power to BBB+ from A. S&P revised its credit rating outlook for Southern Company and the traditional operating companies to stable from negative. Separately, on August 24, 2015, S&P revised its credit rating outlook for Southern Company, the traditional operating companies, and Southern Power Company from stable to negative following the announcement of the Merger.

Also following the announcement of the Merger, on August 24, 2015, Moody's affirmed the rating of Southern Company and revised its credit rating outlook from stable to negative. On the same date, Fitch placed the ratings of Southern Company on ratings watch negative.

On November 5, 2015, Moody's downgraded the senior unsecured debt rating of Mississippi Power to Baa3 from Baa2. Moody's maintained the negative ratings outlook for Mississippi Power.

Market Price Risk

The Southern Company system is exposed to market risks, primarily commodity price risk and interest rate risk. The Southern Company system may also occasionally have limited exposure to foreign currency exchange rates. To manage the volatility attributable to these exposures, the applicable company nets the exposures, where possible, to take advantage of natural offsets and enters into various derivative transactions for the remaining exposures pursuant to the applicable company's policies in areas such as counterparty exposure and risk management practices. The Southern Company system's policy is that derivatives are to be used primarily for hedging purposes and mandates strict adherence to all applicable risk management policies. Derivative positions are monitored using techniques including, but not limited to, market valuation, value at risk, stress testing, and sensitivity analysis.

To mitigate future exposure to a change in interest rates, Southern Company and certain of its subsidiaries enter into derivatives that have been designated as hedges. Derivatives, that have been designated as hedges, outstanding at December 31, 2015 have a notional amount of \$4.2 billion, of which \$2.3 billion are to mitigate interest rate volatility related to projected debt financings in 2016. The remaining \$1.9 billion are related to existing fixed and floating rate obligations. The weighted average interest rate on \$5.2 billion of long-term variable interest rate exposure at January 1, 2016 was 1.19%. If Southern Company sustained a 100 basis point change in interest rates for all long-term variable interest rate exposure, the change would affect annualized interest expense by approximately \$52 million at January 1, 2016. See Note 1 to the financial statements under "Financial Instruments" and Note 11 to the financial statements for additional information.

Due to cost-based rate regulation and other various cost recovery mechanisms, the traditional operating companies continue to have limited exposure to market volatility in interest rates, foreign currency, commodity fuel prices, and prices of electricity. In addition, Southern Power's exposure to market volatility in commodity fuel prices and prices of electricity is limited because its long-term sales contracts shift substantially all fuel cost responsibility to the purchaser. However, Southern Power has been and may continue to be exposed to market volatility in energy-related commodity prices as a result of uncontracted generating capacity. To mitigate residual risks relative to movements in electricity prices, the traditional operating companies and Southern Power may enter into physical fixed-price or heat rate contracts for the purchase and sale of electricity through the wholesale electricity market and, to a lesser extent, financial hedge contracts for natural gas purchases; however, a significant portion of contracts are priced at market. The traditional operating companies continue to manage fuel-hedging programs implemented per the guidelines of

their respective state PSCs. Southern Company had no material change in market risk exposure for the year ended December 31, 2015 when compared to the year ended December 31, 2014.

II-45

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

The changes in fair value of energy-related derivative contracts are substantially attributable to both the volume and the price of natural gas. For the years ended December 31, the changes in fair value of energy-related derivative contracts, the majority of which are composed of regulatory hedges, were as follows:

	2015 Changes Fair Value (in millions)	2014 Changes
Contracts outstanding at the beginning of the period, assets (liabilities), net	\$(188)	\$(32)
Contracts realized or settled:		
Swaps realized or settled	121	(9)
Options realized or settled	21	6
Current period changes ^(*) :		
Swaps	(152)	(131)
Options	(15)	(22)
Contracts outstanding at the end of the period, assets (liabilities), net	\$(213)	\$(188)

(*) Current period changes also include the changes in fair value of new contracts entered into during the period, if any.

The net hedge volumes of energy-related derivative contracts for the years ended December 31 were as follows:

	2015 mmBtu Volume (in millions)	2014
Commodity – Natural gas swaps	168	200
Commodity – Natural gas options	56	44
Total hedge volume	224	244

The weighted average swap contract cost above market prices was approximately \$1.14 per mmBtu as of December 31, 2015 and \$0.84 per mmBtu as of December 31, 2014. The change in option fair value is primarily attributable to the volatility of the market and the underlying change in the natural gas price. The majority of the natural gas hedge gains and losses are recovered through the traditional operating companies' fuel cost recovery clauses.

At December 31, 2015 and 2014, substantially all of the Southern Company system's energy-related derivative contracts were designated as regulatory hedges and were related to the applicable company's fuel-hedging program. Therefore, gains and losses are initially recorded as regulatory liabilities and assets, respectively, and then are included in fuel expense as they are recovered through the energy cost recovery clause. Certain other gains and losses on energy-related derivatives, designated as cash flow hedges, are initially deferred in OCI before being recognized in income in the same period as the hedged transaction. Gains and losses on energy-related derivative contracts that are not designated or fail to qualify as hedges are recognized in the statements of income as incurred and were not material for any year presented.

Table of ContentsIndex to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Southern Company uses over-the-counter contracts that are not exchange traded but are fair valued using prices which are market observable, and thus fall into Level 2. See Note 10 to the financial statements for further discussion of fair value measurements. The maturities of the energy-related derivative contracts, which are all Level 2 of the fair value hierarchy, at December 31, 2015 were as follows:

	Fair Value Measurements December 31, 2015			
	Total	Maturity		
	Fair Value (in millions)	Year 1	Years 2&3	Years 4&5
Level 1	\$—	\$—	\$—	\$—
Level 2	213	126	82	5
Level 3	—	—	—	—
Fair value of contracts outstanding at end of period	\$213	\$126	\$82	\$5

Southern Company is exposed to market price risk in the event of nonperformance by counterparties to energy-related and interest rate derivative contracts. Southern Company only enters into agreements and material transactions with counterparties that have investment grade credit ratings by Moody's and S&P, or with counterparties who have posted collateral to cover potential credit exposure. Therefore, Southern Company does not anticipate market risk exposure from nonperformance by the counterparties. For additional information, see Note 1 to the financial statements under "Financial Instruments" and Note 11 to the financial statements.

Southern Company performs periodic reviews of its leveraged lease transactions, both domestic and international, and the creditworthiness of the lessees, including a review of the value of the underlying leased assets and the credit ratings of the lessees. Southern Company's domestic lease transactions generally do not have any credit enhancement mechanisms; however, the lessees in its international lease transactions have pledged various deposits as additional security to secure the obligations. The lessees in the Company's international lease transactions are also required to provide additional collateral in the event of a credit downgrade below a certain level.

Capital Requirements and Contractual Obligations

The Southern Company system's construction program is currently estimated to total \$7.3 billion for 2016, \$5.2 billion for 2017, and \$5.5 billion for 2018. These amounts include expenditures of approximately \$0.6 billion related to the construction and start-up of the Kemper IGCC in 2016; \$0.6 billion, \$0.7 billion, and \$0.4 billion to continue construction on Plant Vogtle Units 3 and 4 in 2016, 2017, and 2018, respectively; and \$2.2 billion, \$0.9 billion, and \$1.4 billion for acquisitions and/or construction of new Southern Power generating facilities in 2016, 2017, and 2018, respectively. These amounts also include capital expenditures related to contractual purchase commitments for nuclear fuel and capital expenditures covered under long-term service agreements. Estimated capital expenditures to comply with environmental statutes and regulations included in these amounts are \$0.7 billion, \$0.5 billion, and \$0.6 billion for 2016, 2017, and 2018, respectively. These estimated expenditures do not include any potential compliance costs that may arise from the EPA's final rules and guidelines or subsequently approved state plans that would limit CO₂ emissions from new, existing, and modified or reconstructed fossil-fuel-fired electric generating units. See FUTURE EARNINGS POTENTIAL – "Environmental Matters – Environmental Statutes and Regulations" and "– Global Climate Issues" herein for additional information.

The Southern Company system also anticipates costs associated with closure in place or by other methods, and ground water monitoring of ash ponds in accordance with the CCR Rule, which are not reflected in the capital expenditures above as these costs are associated with the Company's ARO liabilities. These costs, which could change as the Southern Company system continues to refine its assumptions underlying the cost estimates and evaluate the method and timing of compliance, are estimated to be approximately \$0.2 billion, \$0.2 billion, and \$0.3 billion for 2016, 2017, and 2018, respectively. See Note 1 to the financial statements under "Asset Retirement Obligations and Other Costs of

Removal" for additional information.

The construction programs are subject to periodic review and revision, and actual construction costs may vary from these estimates because of numerous factors. These factors include: changes in business conditions; changes in load projections; changes in environmental statutes and regulations; the outcome of any legal challenges to the environmental rules; changes in generating plants, including unit retirements and replacements and adding or changing fuel sources at existing units, to meet regulatory requirements; changes in FERC rules and regulations; PSC approvals; changes in the expected environmental compliance program; changes in legislation; the cost and efficiency of construction labor, equipment, and materials; project scope

II-47

Table of Contents

Index to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

and design changes; storm impacts; and the cost of capital. In addition, there can be no assurance that costs related to capital expenditures will be fully recovered. Additionally, planned expenditures for plant acquisitions may vary due to market opportunities and Southern Power's ability to execute its growth strategy. See Note 12 to the financial statements under "Southern Power" for additional information regarding Southern Power's plant acquisitions. See Note 3 to the financial statements under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" and "Integrated Coal Gasification Combined Cycle" for information regarding additional factors that may impact construction expenditures.

In addition, the construction program includes the development and construction of new generating facilities with designs that have not been finalized or previously constructed, including first-of-a-kind technology, which may result in revised estimates during construction. The ability to control costs and avoid cost overruns during the development and construction of new facilities is subject to a number of factors, including, but not limited to, changes in labor costs and productivity, adverse weather conditions, shortages and inconsistent quality of equipment, materials, and labor, contractor or supplier delay, non-performance under construction, operating, or other agreements, operational readiness, including specialized operator training and required site safety programs, unforeseen engineering or design problems, start-up activities (including major equipment failure and system integration), and/or operational performance (including additional costs to satisfy any operational parameters ultimately adopted by any PSC).

In addition to the Merger Consideration to be paid by Southern Company at the Effective Time, in connection with the Merger, Southern Company will also assume AGL Resources' outstanding indebtedness (approximately \$4.8 billion at December 31, 2015). See OVERVIEW herein for additional information regarding the Merger, including the Merger Consideration, as well as Note 12 to the financial statements.

As a result of NRC requirements, Alabama Power and Georgia Power have external trust funds for nuclear decommissioning costs; however, Alabama Power currently has no additional funding requirements. For additional information, see Note 1 to the financial statements under "Nuclear Decommissioning."

In addition, as discussed in Note 2 to the financial statements, Southern Company provides postretirement benefits to substantially all employees and funds trusts to the extent required by the traditional operating companies' respective regulatory commissions.

Other funding requirements related to obligations associated with scheduled maturities of long-term debt, as well as the related interest, derivative obligations, preferred and preference stock dividends, leases, unrecognized tax benefits, other purchase commitments, and trusts are detailed in the contractual obligations table that follows. See Notes 1, 2, 5, 6, 7, and 11 to the financial statements for additional information.

Table of ContentsIndex to Financial StatementsMANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Contractual Obligations

	2016	2017- 2018	2019- 2020	After 2020	Total
	(in millions)				
Long-term debt ^(a) —					
Principal	\$2,642	\$4,128	\$2,572	\$18,090	\$27,432
Interest	997	1,794	1,576	14,948	19,315
Preferred and preference stock dividends ^(b)	45	91	91	—	227
Financial derivative obligations ^(c)	156	83	5	—	244
Operating leases ^(d)	121	184	114	706	1,125
Capital leases ^(d)	32	28	23	63	146
Unrecognized tax benefits ^(e)	9	424	—	—	433
Purchase commitments —					
Capital ^(f)	6,906	9,780	—	—	16,686
Fuel ^(g)	3,201	4,473	2,566	7,378	17,618
Purchased power ^(h)	380	803	840	3,762	5,785
Other ⁽ⁱ⁾	281	637	482	1,661	3,061
Trusts —					
Nuclear decommissioning ^(j)	5	11	11	104	131
Pension and other postretirement benefit plans ^(k)	117	232	—	—	349
Total	\$14,892	\$22,668	\$8,280	\$46,712	\$92,552

All amounts are reflected based on final maturity dates except for amounts related to FFB borrowings. As it relates to the FFB borrowings, the final maturity date is February 20, 2044; however, principal amortization is reflected beginning in 2020. See Note 6 to the financial statements under "DOE Loan Guarantee Borrowings" for additional information. Southern Company and its subsidiaries plan to continue, when economically feasible, to retire

- (a) higher-cost securities and replace these obligations with lower-cost capital if market conditions permit. Variable rate interest obligations are estimated based on rates as of January 1, 2016, as reflected in the statements of capitalization. Fixed rates include, where applicable, the effects of interest rate derivatives employed to manage interest rate risk. Long-term debt excludes capital lease amounts (shown separately).
- (b) Represents preferred and preference stock of subsidiaries. Preferred and preference stock do not mature; therefore, amounts are provided for the next five years only.
- (c) Includes derivative liabilities related to cash flow hedges of forecasted debt, as well as energy-related derivatives. For additional information, see Notes 1 and 11 to the financial statements.
- (d) Excludes PPAs that are accounted for as leases and included in "Purchased power."
- (e) See Note 5 to the financial statements under "Unrecognized Tax Benefits" for additional information.

The Southern Company system provides estimated capital expenditures for a three-year period, including capital expenditures associated with environmental regulations. These amounts exclude contractual purchase commitments for nuclear fuel and capital expenditures covered under long-term service agreements which are reflected in "Fuel" and "Other," respectively. At December 31, 2015, significant purchase commitments were outstanding in connection with the construction program. See FUTURE EARNINGS POTENTIAL – "Environmental Matters – Environmental Statutes and Regulations" herein for additional information.

- (g) Primarily includes commitments to purchase coal, nuclear fuel, and natural gas, as well as the related transportation and storage. In most cases, these contracts contain provisions for price escalation, minimum purchase levels, and other financial commitments. Natural gas purchase commitments are based on various indices at the time of

delivery. Amounts reflected for natural gas purchase commitments have been estimated based on the New York Mercantile Exchange future prices at December 31, 2015.

Estimated minimum long-term obligations for various PPA purchases from gas-fired, biomass, and wind-powered facilities. Includes a total of \$304 million of biomass PPAs that is contingent upon the counterparties meeting

(h) specified contract dates for commercial operation and may change as a result of regulatory action. See FUTURE EARNINGS POTENTIAL – "Retail Regulatory Matters – Georgia Power – Renewables Development" herein for additional information.

(i) Includes long-term service agreements, contracts for the procurement of limestone, and operation and maintenance agreements. Long-term service agreements include price escalation based on inflation indices.

Projections of nuclear decommissioning trust fund contributions for Plant Hatch and Plant Vogtle Units 1 and 2 are based on the 2013 ARP for Georgia Power. Alabama Power also has external trust funds for nuclear

(j) decommissioning costs; however, Alabama Power currently has no additional funding requirements. See Note 1 to the financial statements under "Nuclear Decommissioning" for additional information.

The Southern Company system forecasts contributions to the pension and other postretirement benefit plans over a three-year period. Southern Company anticipates no mandatory contributions to the qualified pension plan during the next three years. Amounts presented represent estimated benefit payments for the nonqualified pension plans, estimated non-trust benefit payments for the other postretirement benefit plans, and estimated contributions to the

(k) other postretirement benefit plan trusts, all of which will be made from corporate assets of Southern Company's subsidiaries. See Note 2 to the financial statements for additional information related to the pension and other postretirement benefit plans, including estimated benefit payments. Certain benefit payments will be made through the related benefit plans. Other benefit payments will be made from corporate assets of Southern Company's subsidiaries.

Table of Contents

Index to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)
Southern Company and Subsidiary Companies 2015 Annual Report

Cautionary Statement Regarding Forward-Looking Statements

Southern Company's 2015 Annual Report contains forward-looking statements. Forward-looking statements include, among other things, statements concerning retail rates, the potential financing of the Merger, the expected timing of the completion of the Merger, the strategic goals for the wholesale business, economic recovery, fuel and environmental cost recovery and other rate actions, current and proposed environmental regulations and related compliance plans and estimated expenditures, pending or potential litigation matters, access to sources of capital, projections for the qualified pension plan, postretirement benefit plans, and nuclear decommissioning trust fund contributions, financing activities, completion dates of acquisitions, construction projects, and changing fuel sources, filings with state and federal regulatory authorities, impact of the PATH Act, federal income tax benefits, estimated sales and purchases under power sale and purchase agreements, and estimated construction and other plans and expenditures. In some cases, forward-looking statements can be identified by terminology such as "may," "will," "could," "should," "expects," "plans," "anticipates," "believes," "estimates," "projects," "predicts," "potential," or "continue" or the negative of these terms or other similar terminology. There are various factors that could cause actual results to differ materially from those suggested by the forward-looking statements; accordingly, there can be no assurance that such indicated results will be realized. These factors include:

- the impact of recent and future federal and state regulatory changes, including legislative and regulatory initiatives regarding deregulation and restructuring of the electric utility industry, environmental laws regulating emissions, discharges, and disposal to air, water, and land, and also changes in tax and other laws and regulations to which Southern Company and its subsidiaries are subject, as well as changes in application of existing laws and regulations;
- current and future litigation, regulatory investigations, proceedings, or inquiries, including, without limitation, IRS and state tax audits;
- the effects, extent, and timing of the entry of additional competition in the markets in which Southern Company's subsidiaries operate;
- variations in demand for electricity, including those relating to weather, the general economy and recovery from the last recession, population and business growth (and declines), the effects of energy conservation and efficiency measures, including from the development and deployment of alternative energy sources such as self-generation and distributed generation technologies, and any potential economic impacts resulting from federal fiscal decisions;
- available sources and costs of fuels;
- effects of inflation;
- the ability to control costs and avoid cost overruns during the development and construction of facilities, which include the development and construction of generating facilities with designs that have not been finalized or previously constructed, including changes in labor costs and productivity, adverse weather conditions, shortages and inconsistent quality of equipment, materials, and labor, contractor or supplier delay, non-performance under construction, operating, or other agreements, operational readiness, including specialized operator training and required site safety programs, unforeseen engineering or design problems, start-up activities (including major equipment failure and system integration), and/or operational performance (including additional costs to satisfy any operational parameters ultimately adopted by any PSC);
- the ability to construct facilities in accordance with the requirements of permits and licenses, to satisfy any environmental performance standards and the requirements of tax credits and other incentives, and to integrate facilities into the Southern Company system upon completion of construction;
- investment performance of Southern Company's employee and retiree benefit plans and the Southern Company system's nuclear decommissioning trust funds;
- advances in technology;
- state and federal rate regulations and the impact of pending and future rate cases and negotiations, including rate actions relating to fuel and other cost recovery mechanisms;

- legal proceedings and regulatory approvals and actions related to Plant Vogtle Units 3 and 4, including Georgia PSC approvals and NRC actions and related legal proceedings involving the commercial parties;
- actions related to cost recovery for the Kemper IGCC, including the ultimate impact of the 2015 decision of the Mississippi Supreme Court, the Mississippi PSC's December 2015 rate order, and related legal or regulatory proceedings, Mississippi PSC review of the prudence of Kemper IGCC costs and approval of further permanent rate recovery plans, actions relating to proposed securitization, satisfaction of requirements to utilize grants, and the ultimate impact of the termination of the proposed sale of an interest in the Kemper IGCC to SMEPA;
- the ability to successfully operate the electric utilities' generating, transmission, and distribution facilities and the successful performance of necessary corporate functions;

II-50

Table of Contents

Index to Financial Statements

MANAGEMENT'S DISCUSSION AND ANALYSIS (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

the inherent risks involved in operating and constructing nuclear generating facilities, including environmental, health, regulatory, natural disaster, terrorism, and financial risks;

the performance of projects undertaken by the non-utility businesses and the success of efforts to invest in and develop new opportunities;

internal restructuring or other restructuring options that may be pursued;

potential business strategies, including acquisitions or dispositions of assets or businesses, which cannot be assured to be completed or beneficial to Southern Company or its subsidiaries;

the expected timing, likelihood, and benefits of completion of the Merger, including the failure to receive, on a timely basis or otherwise, the required approvals by government or regulatory agencies (including the terms of such approvals), the possibility that long-term financing for the Merger may not be put in place prior to the closing, the risk that a condition to closing of the Merger or funding of the Bridge Agreement may not be satisfied, the possibility that the anticipated benefits from the Merger cannot be fully realized or may take longer to realize than expected, the possibility that costs related to the integration of Southern Company and AGL Resources will be greater than expected, the credit ratings of the combined company or its subsidiaries may be different from what the parties expect, the ability to retain and hire key personnel and maintain relationships with customers, suppliers, or other business partners, the diversion of management time on Merger-related issues, and the impact of legislative, regulatory, and competitive changes;

the ability of counterparties of Southern Company and its subsidiaries to make payments as and when due and to perform as required;

the ability to obtain new short- and long-term contracts with wholesale customers;

the direct or indirect effect on the Southern Company system's business resulting from cyber intrusion or terrorist incidents and the threat of terrorist incidents;

- interest rate fluctuations and financial market conditions and the results of financing efforts;

changes in Southern Company's and any of its subsidiaries' credit ratings, including impacts on interest rates, access to capital markets, and collateral requirements;

the impacts of any sovereign financial issues, including impacts on interest rates, access to capital markets, impacts on currency exchange rates, counterparty performance, and the economy in general, as well as potential impacts on the benefits of the DOE loan guarantees;

the ability of Southern Company's subsidiaries to obtain additional generating capacity (or sell excess generating capacity) at competitive prices;

catastrophic events such as fires, earthquakes, explosions, floods, hurricanes and other storms, droughts, pandemic health events such as influenzas, or other similar occurrences;

- the direct or indirect effects on the Southern Company system's business resulting from incidents affecting the U.S. electric grid or operation of generating resources;

the effect of accounting pronouncements issued periodically by standard-setting bodies; and

other factors discussed elsewhere herein and in other reports (including the Form 10-K) filed by Southern Company from time to time with the SEC.

Southern Company expressly disclaims any obligation to update any forward-looking statements.

Table of ContentsIndex to Financial Statements

CONSOLIDATED STATEMENTS OF INCOME

For the Years Ended December 31, 2015, 2014, and 2013

Southern Company and Subsidiary Companies 2015 Annual Report

	2015	2014	2013
	(in millions)		
Operating Revenues:			
Retail revenues	\$14,987	\$15,550	\$14,541
Wholesale revenues	1,798	2,184	1,855
Other electric revenues	657	672	639
Other revenues	47	61	52
Total operating revenues	17,489	18,467	17,087
Operating Expenses:			
Fuel	4,750	6,005	5,510
Purchased power	645	672	461
Other operations and maintenance	4,416	4,354	3,846
Depreciation and amortization	2,034	1,945	1,901
Taxes other than income taxes	997	981	934
Estimated loss on Kemper IGCC	365	868	1,180
Total operating expenses	13,207	14,825	13,832
Operating Income	4,282	3,642	3,255
Other Income and (Expense):			
Allowance for equity funds used during construction	226	245	190
Interest income	23	19	19
Interest expense, net of amounts capitalized	(840)	) (835	) (824)
Other income (expense), net	(62)	) (63	) (81)
Total other income and (expense)	(653)	) (634	) (696)
Earnings Before Income Taxes	3,629	3,008	2,559
Income taxes	1,194	977	849
Consolidated Net Income	2,435	2,031	1,710
Less:			
Dividends on preferred and preference stock of subsidiaries	54	68	66
Net income attributable to noncontrolling interests	14	—	—
Consolidated Net Income Attributable to Southern Company	\$2,367	\$1,963	\$1,644
Common Stock Data:			
Earnings per share (EPS) —			
Basic EPS	\$2.60	\$2.19	\$1.88
Diluted EPS	2.59	2.18	1.87
Average number of shares of common stock outstanding — (in millions)			
Basic	910	897	877
Diluted	914	901	881

The accompanying notes are an integral part of these consolidated financial statements.

Table of ContentsIndex to Financial Statements

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the Years Ended December 31, 2015, 2014, and 2013

Southern Company and Subsidiary Companies 2015 Annual Report

	2015 (in millions)	2014	2013	
Consolidated Net Income	\$2,435	\$2,031	\$1,710	
Other comprehensive income:				
Qualifying hedges:				
Changes in fair value, net of tax of \$(8), \$(6), and \$-, respectively	(13	) (10) —	
Reclassification adjustment for amounts included in net income, net of tax of \$4, \$3, and \$5, respectively	6	5	9	
Marketable securities:				
Change in fair value, net of tax of \$-, \$-, and \$(2), respectively	—	—	(3)
Pension and other postretirement benefit plans:				
Benefit plan net gain (loss), net of tax of \$(1), \$(32), and \$22, respectively	(2	) (51	) 36	
Reclassification adjustment for amounts included in net income, net of tax of \$4, \$2, and \$4, respectively	7	3	6	
Total other comprehensive income (loss)	(2	) (53	) 48	
Less:				
Dividends on preferred and preference stock of subsidiaries	54	68	66	
Comprehensive income attributable to noncontrolling interests	14	—	—	
Consolidated Comprehensive Income Attributable to Southern Company	\$2,365	\$1,910	\$1,692	
The accompanying notes are an integral part of these consolidated financial statements.				

The accompanying notes are an integral part of these consolidated financial statements.

Table of ContentsIndex to Financial Statements

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2015, 2014, and 2013

Southern Company and Subsidiary Companies 2015 Annual Report

	2015	2014 (in millions)	2013
Operating Activities:			
Consolidated net income	\$2,435	\$2,031	\$1,710
Adjustments to reconcile consolidated net income to net cash provided from operating activities —			
Depreciation and amortization, total	2,395	2,293	2,298
Deferred income taxes	1,404	709	496
Investment tax credits	(48)	) 35	302
Allowance for equity funds used during construction	(226)	) (245	) (190
Pension, postretirement, and other employee benefits	76	(515	) 131
Stock based compensation expense	99	63	59
Estimated loss on Kemper IGCC	365	868	1,180
Income taxes receivable, non-current	(413)) —	—
Other, net	(39)	) (39	) (41
Changes in certain current assets and liabilities —			
-Receivables	243	(352	) (153
-Fossil fuel stock	61	408	481
-Materials and supplies	(44)	) (67	) 36
-Other current assets	(108)	) (57	) (11
-Accounts payable	(353)	) 267	72
-Accrued taxes	352	(105	) (85
-Accrued compensation	(41)	) 255	(138
-Retail fuel cost over recovery — short-term	289	(23	) (66
-Mirror CWIP	(271)	) 180	—
-Other current liabilities	98	109	16
Net cash provided from operating activities	6,274	5,815	6,097
Investing Activities:			
Plant acquisitions	(1,719	) (731	) (132
Property additions	(5,674	) (5,246	) (5,331
Investment in restricted cash	(160	) (11	) (149
Distribution of restricted cash	154	57	96
Nuclear decommissioning trust fund purchases	(1,424	) (916	) (986
Nuclear decommissioning trust fund sales	1,418	914	984
Cost of removal, net of salvage	(167	) (170	) (131
Change in construction payables, net	402	(107	) (126
Prepaid long-term service agreement	(197	) (181	) (91
Other investing activities	87	(17	) 124
Net cash used for investing activities	(7,280	) (6,408	) (5,742
Financing Activities:			
Increase (decrease) in notes payable, net	73	(676	) 662
Proceeds —			
Long-term debt issuances	7,029	3,169	2,938
Interest-bearing refundable deposit	—	125	—

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Common stock issuances	256	806	695
Short-term borrowings	755	—	—
Redemptions and repurchases —			
Long-term debt	(3,604	) (816	) (2,830
Common stock repurchased	(115	) (5	) (20
Interest-bearing refundable deposits	(275) —	—
Preferred and preference stock	(412) —	—
Short-term borrowings	(255) —	—
Capital contributions from noncontrolling interests	341	8	17
Payment of common stock dividends	(1,959	) (1,866	) (1,762
Payment of dividends on preferred and preference stock of subsidiaries	(59	) (68	) (66
Other financing activities	(75	) (33	) 42
Net cash provided from (used for) financing activities	1,700	644	(324
Net Change in Cash and Cash Equivalents	694	51	31
Cash and Cash Equivalents at Beginning of Year	710	659	628
Cash and Cash Equivalents at End of Year	\$1,404	\$710	\$659

The accompanying notes are an integral part of these consolidated financial statements.

Table of ContentsIndex to Financial Statements

CONSOLIDATED BALANCE SHEETS

At December 31, 2015 and 2014

Southern Company and Subsidiary Companies 2015 Annual Report

Assets	2015 (in millions)	2014
Current Assets:		
Cash and cash equivalents	\$1,404	\$710
Receivables —		
Customer accounts receivable	1,058	1,090
Unbilled revenues	397	432
Under recovered regulatory clause revenues	63	136
Other accounts and notes receivable	398	307
Accumulated provision for uncollectible accounts	(13	) (18
Income taxes receivable, current	144	—
Fossil fuel stock, at average cost	868	930
Materials and supplies, at average cost	1,061	1,039
Vacation pay	178	177
Prepaid expenses	495	665
Other regulatory assets, current	402	346
Other current assets	71	50
Total current assets	6,526	5,864
Property, Plant, and Equipment:		
In service	75,118	70,013
Less accumulated depreciation	24,253	24,059
Plant in service, net of depreciation	50,865	45,954
Other utility plant, net	233	211
Nuclear fuel, at amortized cost	934	911
Construction work in progress	9,082	7,792
Total property, plant, and equipment	61,114	54,868
Other Property and Investments:		
Nuclear decommissioning trusts, at fair value	1,512	1,546
Leveraged leases	755	743
Miscellaneous property and investments	485	203
Total other property and investments	2,752	2,492
Deferred Charges and Other Assets:		
Deferred charges related to income taxes	1,560	1,510
Unamortized loss on reacquired debt	227	243
Other regulatory assets, deferred	4,989	4,334
Income taxes receivable, non-current	413	—
Other deferred charges and assets	737	922
Total deferred charges and other assets	7,926	7,009
Total Assets	\$78,318	\$70,233

The accompanying notes are an integral part of these consolidated financial statements.

Table of ContentsIndex to Financial Statements

CONSOLIDATED BALANCE SHEETS

At December 31, 2015 and 2014

Southern Company and Subsidiary Companies 2015 Annual Report

Liabilities and Stockholders' Equity	2015 (in millions)	2014
Current Liabilities:		
Securities due within one year	\$2,674	\$3,329
Interest-bearing refundable deposits	—	275
Notes payable	1,376	803
Accounts payable	1,905	1,593
Customer deposits	404	390
Accrued taxes —		
Accrued income taxes	19	149
Other accrued taxes	484	487
Accrued interest	249	295
Accrued vacation pay	228	223
Accrued compensation	549	576
Asset retirement obligations, current	217	32
Liabilities from risk management activities	156	138
Other regulatory liabilities, current	278	26
Mirror CWIP	—	271
Other current liabilities	590	374
Total current liabilities	9,129	8,961
Long-Term Debt (See accompanying statements)	24,688	20,644
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes	12,322	11,082
Deferred credits related to income taxes	187	192
Accumulated deferred investment tax credits	1,219	1,208
Employee benefit obligations	2,582	2,432
Asset retirement obligations, deferred	3,542	2,168
Unrecognized tax benefits	370	4
Other cost of removal obligations	1,162	1,215
Other regulatory liabilities, deferred	254	398
Other deferred credits and liabilities	720	589
Total deferred credits and other liabilities	22,358	19,288
Total Liabilities	56,175	48,893
Redeemable Preferred Stock of Subsidiaries (See accompanying statements)	118	375
Redeemable Noncontrolling Interests (See accompanying statements)	43	39
Total Stockholders' Equity (See accompanying statements)	21,982	20,926
Total Liabilities and Stockholders' Equity	\$78,318	\$70,233
Commitments and Contingent Matters (See notes)		
The accompanying notes are an integral part of these consolidated financial statements.		

Table of ContentsIndex to Financial Statements

CONSOLIDATED STATEMENTS OF CAPITALIZATION

At December 31, 2015 and 2014

Southern Company and Subsidiary Companies 2015 Annual Report

	2015 (in millions)	2014 (in millions)	2015 (percent of total)	2014 (percent of total)
Long-Term Debt:				
Long-term debt payable to affiliated trusts —				
Variable rate (3.43% at 1/1/16) due 2042	\$206	\$206		
Long-term senior notes and debt —				
Maturity	Interest Rates			
2015	0.55% to 5.25%	—	2,375	
2016	1.95% to 5.30%	1,360	1,360	
2017	1.30% to 5.90%	1,995	1,495	
2018	1.50% to 5.40%	1,697	850	
2019	2.15% to 5.55%	1,176	1,175	
2020	2.38% to 4.75%	1,327	425	
2021 through 2051	1.63% to 6.38%	11,185	10,150	
Variable rates (0.77% to 1.17% at 1/1/15) due 2015	—	775		
Variable rates (0.76% to 3.50% at 1/1/16) due 2016	1,278	450		
Variable rates (1.74% at 1/1/16) due 2017	400	—		
Total long-term senior notes and debt	20,418	19,055		
Other long-term debt —				
Pollution control revenue bonds —				
Maturity	Interest Rates			
2019	4.55%	25	25	
2022 through 2049	0.28% to 5.15%	1,509	1,466	
Variable rates (0.03% to 0.04% at 1/1/15) due 2015	—	152		
Variable rate (0.22% at 1/1/16) due 2016	4	4		
Variable rate (0.05% to 0.06% at 1/1/16) due 2017	36	36		
Variable rate (0.16% at 1/1/16) due 2020	7	7		
Variable rates (0.01% to 0.27% at 1/1/16) due 2021 to 2053	1,757	1,559		
Plant Daniel revenue bonds (7.13%) due 2021	270	270		
FFB loans —				
3.00% to 3.86% due 2020	37	20		
3.00% to 3.86% due 2021 to 2044	2,163	1,180		
Junior subordinated notes (6.25%) due 2075	1,000	—		
Total other long-term debt	6,808	4,719		
Capitalized lease obligations	146	159		
Unamortized debt premium	61	69		
Unamortized debt discount	(36)	(33)		
Unamortized debt issuance expense	(241)	(202)		
Total long-term debt (annual interest requirement — \$997 million)	27,362	23,973		
Less amount due within one year	2,674	3,329		
Long-term debt excluding amount due within one year	24,688	20,644	52.6 %	49.2 %

Table of ContentsIndex to Financial Statements

CONSOLIDATED STATEMENTS OF CAPITALIZATION (continued)

At December 31, 2015 and 2014

Southern Company and Subsidiary Companies 2015 Annual Report

	2015 (in millions)	2014	2015 (percent of total)	2014 (percent of total)
Redeemable Preferred Stock of Subsidiaries:				
Cumulative preferred stock				
\$100 par or stated value — 4.20% to 5.44%				
Authorized — 20 million shares				
Outstanding — 1 million shares	81	81		
\$1 par value —				
Authorized — 28 million shares				
Outstanding — \$25 stated value	37	294		
— 2015: 5.83% — 2 million shares				
— 2014: 5.20% to 5.83% — 12 million shares				
Total redeemable preferred stock of subsidiaries (annual dividend requirement — \$6 million)	118	375	0.3	0.9
Redeemable Noncontrolling Interests	43	39	0.1	0.1
Common Stockholders' Equity:				
Common stock, par value \$5 per share —	4,572	4,539		
Authorized — 1.5 billion shares				
Issued — 2015: 915 million shares				
— 2014: 909 million shares				
Treasury — 2015: 3.4 million shares				
— 2014: 0.7 million shares				
Paid-in capital	6,282	5,955		
Treasury, at cost	(142)	(26)		
Retained earnings	10,010	9,609		
Accumulated other comprehensive loss	(130)	(128)		
Total common stockholders' equity	20,592	19,949	44.0	47.5
Preferred and Preference Stock of Subsidiaries and Noncontrolling Interests:				
Non-cumulative preferred stock				
\$25 par value — 6.00% to 6.13%				
Authorized — 60 million shares				
Outstanding — 2 million shares	45	45		
Preference stock				
Authorized — 65 million shares				
Outstanding — \$1 par value	196	343		
— 2015: 6.45% to 6.50% — 8 million shares (non-cumulative)				
— 2014: 5.63% to 6.50% — 14 million shares (non-cumulative)				
Outstanding — \$100 par or stated value	368	368		
— 5.60% to 6.50% — 4 million shares (non-cumulative)				
Noncontrolling Interests	781	221		
Total preferred and preference stock of subsidiaries and noncontrolling	1,390	977	3.0	2.3
interests (annual dividend requirement — \$39 million)				
Total stockholders' equity	21,982	20,926		

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Total Capitalization	\$46,831	\$41,984	100.0	%	100.0	%
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The accompanying notes are an integral part of these consolidated financial statements.

II-58

Table of ContentsIndex to Financial Statements

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

For the Years Ended December 31, 2015, 2014, and 2013

Southern Company and Subsidiary Companies 2015 Annual Report

	Southern Company Common Stockholders' Equity									
	Number of Common Shares		Common Stock				Accumulated Other Comprehensive Income	Preferred and Reference Stock of Subsidiaries	Noncontrolling Interests	Total
	Issued	Treasury	Par Value	Paid-In Capital	Treasury	Retained Earnings	(Loss)			
	(in thousands)		(in millions)							
Balance at December 31, 2012	877,803	(10,035)	\$4,389	\$4,855	\$ (450)	\$9,626	\$ (123)	\$ 707	\$ —	\$ 19,004
Consolidated net income attributable to Southern Company	—	—	—	—	—	1,644	—	—	—	1,644
Other comprehensive income (loss)	—	—	—	—	—	—	48	—	—	48
Stock issued	14,930	—	4,443	72	441	203	—	49	—	765
Stock-based compensation	—	—	—	65	—	—	—	—	—	65
Cash dividends of \$2.0125 per share	—	—	—	—	—	(1,762)	—	—	—	(1,762)
Other	—	(55)	—	1	(3)	2	—	—	—	—
Balance at December 31, 2013	892,733	(5,647)	\$4,461	\$5,362	(250)	\$9,510	(75)	\$ 756	—	\$ 19,764
Consolidated net income attributable to Southern Company	—	—	—	—	—	1,963	—	—	—	1,963
Other comprehensive income (loss)	—	—	—	—	—	—	(53)	—	—	(53)
Stock issued	15,769	—	4,996	78	501	227	—	—	—	806
Stock-based compensation	—	—	—	86	—	—	—	—	—	86
Cash dividends of \$2.0825 per share	—	—	—	—	—	(1,866)	—	—	—	(1,866)
Contributions from noncontrolling interests	—	—	—	—	—	—	—	—	221	221
Net income (loss) attributable to noncontrolling interests	—	—	—	—	—	—	—	—	(2)	(2)
Other	—	(74)	—	6	(3)	2	—	—	2	7

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Balance at December 31, 2014	908,502	(725)	4,539	5,955	(26)	9,609	(128)	756	221	20,926
Consolidated net income attributable to Southern Company	—	—	—	—	—	2,367	—	—	—	2,367
Other comprehensive income (loss)	—	—	—	—	—	—	(2)	—	—	(2)
Stock issued	6,571	(2,599)	3	223	—	—	—	—	—	256
Stock-based compensation	—	—	—	100	—	—	—	—	—	100
Stock repurchased, at cost	—	—	—	—	(115)	—	—	—	—	(115)
Cash dividends of \$2.1525 per share	—	—	—	—	—	(1,959)	—	—	—	(1,959)
Preference stock redemptions	—	—	—	—	—	—	—	(150)	—	(150)
Contributions from noncontrolling interests	—	—	—	—	—	—	—	—	567	567
Distributions to noncontrolling interests	—	—	—	—	—	—	—	—	(18)	(18)
Net income attributable to noncontrolling interests	—	—	—	—	—	—	—	—	12	12
Other	—	(28)	—	4	(1)	(7)	—	3	(1)	(2)
Balance at December 31, 2015	915,073	(3,352)	4,572	\$6,282	\$ (142)	\$10,010	\$ (130)	\$ 609	\$ 781	\$21,982

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

Index to Financial Statements

NOTES TO FINANCIAL STATEMENTS

Southern Company and Subsidiary Companies 2015 Annual Report

Index to the Notes to Financial Statements

Note		Page
1	<u>Summary of Significant Accounting Policies</u>	<u>II-61</u>
2	<u>Retirement Benefits</u>	<u>II-70</u>
3	<u>Contingencies and Regulatory Matters</u>	<u>II-83</u>
4	<u>Joint Ownership Agreements</u>	<u>II-97</u>
5	<u>Income Taxes</u>	<u>II-98</u>
6	<u>Financing</u>	<u>II-101</u>
7	<u>Commitments</u>	<u>II-107</u>
8	<u>Common Stock</u>	<u>II-109</u>
9	<u>Nuclear Insurance</u>	<u>II-112</u>
10	<u>Fair Value Measurements</u>	<u>II-113</u>
11	<u>Derivatives</u>	<u>II-115</u>
12	<u>Acquisitions</u>	<u>II-120</u>
13	<u>Segment and Related Information</u>	<u>II-125</u>
14	<u>Quarterly Financial Information (Unaudited)</u>	<u>II-127</u>

II-60

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The Southern Company (Southern Company or the Company) is the parent company of four traditional operating companies, Southern Power, SCS, SouthernLINC Wireless, Southern Company Holdings, Inc. (Southern Holdings), Southern Nuclear, and other direct and indirect subsidiaries. The traditional operating companies – Alabama Power, Georgia Power, Gulf Power, and Mississippi Power – are vertically integrated utilities providing electric service in four Southeastern states. Southern Power constructs, acquires, owns, and manages generation assets, including renewable energy projects, and sells electricity at market-based rates in the wholesale market. SCS, the system service company, provides, at cost, specialized services to Southern Company and its subsidiary companies. SouthernLINC Wireless provides digital wireless communications for use by Southern Company and its subsidiary companies and also markets these services to the public and provides fiber cable services within the Southeast. Southern Holdings is an intermediate holding company subsidiary, primarily for Southern Company's investments in leveraged leases and for other electric services. Southern Nuclear operates and provides services to the Southern Company system's nuclear power plants.

The financial statements reflect Southern Company's investments in the subsidiaries on a consolidated basis. The equity method is used for entities in which the Company has significant influence but does not control and for variable interest entities where the Company has an equity investment but is not the primary beneficiary. Intercompany transactions have been eliminated in consolidation.

The traditional operating companies, Southern Power, and certain of their subsidiaries are subject to regulation by the FERC, and the traditional operating companies are also subject to regulation by their respective state PSCs. As such, each of the company's financial statements reflect the effects of rate regulation in accordance with GAAP and comply with the accounting policies and practices prescribed by their respective commissions. The preparation of financial statements in conformity with GAAP requires the use of estimates, and the actual results may differ from those estimates. Certain prior years' data presented in the financial statements have been reclassified to conform to the current year presentation.

In June 2015, Georgia Power identified an error affecting the billing to a small number of large commercial and industrial customers under a rate plan allowing for variable demand-driven pricing from January 1, 2013 to June 30, 2015. In the second quarter 2015, Georgia Power recorded an out of period adjustment of approximately \$75 million to decrease retail revenues, resulting in a decrease to net income of approximately \$47 million. Georgia Power evaluated the effects of this error on the interim and annual periods that included the billing error, as well as the current period. Based on an analysis of qualitative and quantitative factors, Georgia Power determined the error was not material to any affected period and, therefore, an amendment of previously filed financial statements was not required.

Recently Issued Accounting Standards

The Financial Accounting Standards Board's (FASB) ASC 606, Revenue from Contracts with Customers, revises the accounting for revenue recognition effective for fiscal years beginning after December 15, 2017. Southern Company continues to evaluate the requirements of ASC 606. The ultimate impact of the new standard has not yet been determined.

On April 7, 2015, the FASB issued Accounting Standards Update (ASU) No. 2015-03, Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs (ASU 2015-03). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability and is effective for fiscal years beginning after December 15, 2015. As permitted, Southern Company elected to early adopt the guidance as of December 31, 2015 and applied its provisions retrospectively to each prior period presented for comparative purposes. The new guidance resulted in an adjustment to the presentation of debt issuance costs as an offset to the related debt balances primarily in long-term debt totaling \$202 million as of December 31, 2014. These debt issuance costs were previously presented within unamortized debt

issuance expense. Other than the reclassification, the adoption of ASU 2015-03 did not have an impact on the results of operations, cash flows, or financial condition of Southern Company. See Notes 6 and 10 for disclosures impacted by ASU 2015-03.

On May 1, 2015, the FASB issued ASU No. 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent) (ASU 2015-07), effective for fiscal years beginning after December 15, 2015. As permitted, Southern Company elected to early adopt the guidance as of December 31, 2015 and applied its provisions retrospectively to each prior period presented for comparative purposes. The amendments in ASU 2015-07 remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. In addition, the amendments remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient regardless of whether the practical expedient was used. In accordance with ASU 2015-07, previously reported amounts have been conformed to

II-61

Table of Contents

Index to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

the current presentation. The adoption of ASU 2015-07 had no impact on the results of operations, cash flows, or financial condition of Southern Company. See Notes 2 and 10 for disclosures impacted by ASU 2015-07.

On November 20, 2015, the FASB issued ASU No. 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes (ASU 2015-17), which simplifies the presentation of deferred income taxes. ASU 2015-17 requires deferred tax assets and liabilities to be presented as non-current in a classified balance sheet and is effective for fiscal years beginning after December 15, 2016, including interim periods within that reporting period. As permitted, Southern Company elected to early adopt the guidance as of December 31, 2015 and applied its provisions retrospectively to each prior period presented for comparative purposes. Prior to the adoption of ASU 2015-17, all deferred income tax assets and liabilities were required to be separated into current and non-current amounts. The new guidance resulted in a reclassification from deferred income taxes, current of \$506 million, with \$488 million to non-current accumulated deferred income taxes and \$18 million to other deferred charges, as well as \$2 million from accrued income taxes to non-current accumulated deferred income taxes in Southern Company's December 31, 2014 balance sheet. Other than the reclassification, the adoption of ASU 2015-17 did not have an impact on the results of operations, cash flows, or financial condition of Southern Company. See Note 5 for disclosures impacted by ASU 2015-17.

Regulatory Assets and Liabilities

The traditional operating companies are subject to the provisions of the FASB in accounting for the effects of rate regulation. Regulatory assets represent probable future revenues associated with certain costs that are expected to be recovered from customers through the ratemaking process. Regulatory liabilities represent probable future reductions in revenues associated with amounts that are expected to be credited to customers through the ratemaking process.

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Regulatory assets and (liabilities) reflected in the balance sheets at December 31 relate to:

	2015	2014	Note
	(in millions)		
Retiree benefit plans	\$3,440	\$3,469	(a,n)
Deferred income tax charges	1,514	1,458	(b)
Asset retirement obligations-asset	481	119	(b,n)
Other regulatory assets	299	275	(k)
Loss on reacquired debt	248	267	(c)
Fuel-hedging-asset	225	202	(d,n)
Kemper IGCC regulatory assets	216	148	(h)
Vacation pay	178	177	(f,n)
Deferred PPA charges	163	185	(e,n)
Under recovered regulatory clause revenues	142	157	(g)
Remaining net book value of retired assets	283	44	(o)
Environmental remediation-asset	78	64	(j,n)
Property damage reserves-asset	92	98	(i)
Nuclear outage	88	99	(g)
Other cost of removal obligations	(1,177)	(1,229)	(b)
Over recovered regulatory clause revenues	(261)	(48)	(g)
Deferred income tax credits	(187)	(192)	(b)
Property damage reserves-liability	(178)	(181)	(l)
Asset retirement obligations-liability	(45)	(130)	(b,n)
Other regulatory liabilities	(35)	(47)	(m)
Mirror CWIP	—	(271)	(h)
Total regulatory assets (liabilities), net	\$5,564	\$4,664	

Note: The recovery and amortization periods for these regulatory assets and (liabilities) are as follows:

- (a) Recovered and amortized over the average remaining service period which may range up to 15 years. See Note 2 for additional information.

- Asset retirement and removal assets and liabilities are recorded, deferred income tax assets are recovered, and deferred income tax liabilities are amortized over the related property lives, which may range up to 70 years. Asset retirement and removal assets and liabilities will be settled and trued up following completion of the related activities. At December 31, 2015, other cost of removal obligations included \$14 million that will be amortized over the twelve months ending December 31, 2016 in accordance with Georgia Power's 2013 ARP.

- (c) Recovered over either the remaining life of the original issue or, if refinanced, over the remaining life of the new issue, which may range up to 50 years.

- (d) Recorded over the life of the underlying hedged purchase contracts, which generally do not exceed five years. Upon final settlement, actual costs incurred are recovered through the energy cost recovery clause.

- (e) Recovered over the life of the PPA for periods up to eight years.

- (f) Recorded as earned by employees and recovered as paid, generally within one year. This includes both vacation and banked holiday pay.

- (g) Recorded and recovered or amortized as approved or accepted by the appropriate state PSCs over periods not exceeding 10 years.

- (h) For additional information, see Note 3 under "Integrated Coal Gasification Combined Cycle – Rate Recovery of Kemper IGCC Costs – Regulatory Assets and Liabilities."

- (i) Recorded and recovered or amortized as approved or accepted by the appropriate state PSCs over periods generally not exceeding six years.

(j) Recovered through the environmental cost recovery clause when the remediation is performed.

Comprised of numerous immaterial components including deferred income tax charges - Medicare subsidy, cancelled construction projects, building leases, closure of Plant Scholz ash pond, Plant Daniel Units 3 and 4
(k) regulatory assets, property tax, and other miscellaneous assets. These costs are recorded and recovered or amortized as approved by the appropriate state PSCs over periods generally not exceeding 15 years.

(l) Recovered as storm restoration and potential reliability-related expenses are incurred as approved by the appropriate state PSCs.

Comprised of numerous immaterial components including retiree benefit plans, fuel-hedging gains, and other
(m) liabilities that are recorded and recovered or amortized as approved by the appropriate state PSCs generally over periods not exceeding 15 years.

(n) Not earning a return as offset in rate base by a corresponding asset or liability.

(o) Amortized as approved by the appropriate state PSCs over periods not exceeding 11 years.

In the event that a portion of a traditional operating company's operations is no longer subject to applicable accounting rules for rate regulation, such company would be required to write off to income or reclassify to accumulated OCI related regulatory assets and liabilities that are not specifically recoverable through regulated rates. In addition, the traditional operating company would be required to determine if any impairment to other assets, including plant, exists and write down the assets, if impaired, to their fair values. All regulatory assets and liabilities are to be reflected in rates. See Note 3 under "Retail Regulatory Matters – Alabama

Table of Contents

Index to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Power," "Retail Regulatory Matters – Georgia Power," "Retail Regulatory Matters – Gulf Power," and "Integrated Coal Gasification Combined Cycle" for additional information.

Revenues

Wholesale capacity revenues from PPAs are recognized either on a levelized basis over the appropriate contract period or the amount billable under the contract terms. Energy and other revenues are recognized as services are provided. Unbilled revenues related to retail sales are accrued at the end of each fiscal period. Electric rates for the traditional operating companies include provisions to adjust billings for fluctuations in fuel costs, fuel hedging, the energy component of purchased power costs, and certain other costs. Revenues are adjusted for differences between these actual costs and amounts billed in current regulated rates. Under or over recovered regulatory clause revenues are recorded in the balance sheets and are recovered or returned to customers through adjustments to the billing factors. Southern Company's electric utility subsidiaries have a diversified base of customers. No single customer or industry comprises 10% or more of revenues. For all periods presented, uncollectible accounts averaged less than 1% of revenues.

Fuel Costs

Fuel costs are expensed as the fuel is used. Fuel expense generally includes fuel transportation costs and the cost of purchased emissions allowances as they are used. Fuel expense also includes the amortization of the cost of nuclear fuel and a charge, based on nuclear generation, for the permanent disposal of spent nuclear fuel.

Income and Other Taxes

Southern Company uses the liability method of accounting for deferred income taxes and provides deferred income taxes for all significant income tax temporary differences. Taxes that are collected from customers on behalf of governmental agencies to be remitted to these agencies are presented net on the statements of income. In accordance with regulatory requirements, deferred federal ITCs for the traditional operating companies are amortized over the average lives of the related property with such amortization normally applied as a credit to reduce depreciation in the statements of income. Under current tax law, certain projects at Southern Power are eligible for federal ITCs or cash grants. Southern Power has elected to receive ITCs. The credits are recorded as a deferred credit and are amortized to income tax expense over the life of the asset. Furthermore, the tax basis of the asset is reduced by 50% of the credits received, resulting in a net deferred tax asset. Southern Power has elected to recognize the tax benefit of this basis difference as a reduction to income tax expense in the year in which the plant reaches commercial operation. In addition, certain projects are eligible for federal production tax credits (PTC), which are recorded to income tax expense based on production.

Federal ITCs and PTCs, as well as state ITCs and other state tax credits available to reduce income taxes payable, were not fully utilized in 2015 and will be carried forward and utilized in future years. In addition, Southern Company has subsidiaries with various state net operating loss (NOL) carryforwards, which could result in net state income tax benefits in the future, if utilized. See Note 5 to the financial statements for additional information.

Southern Company recognizes tax positions that are "more likely than not" of being sustained upon examination by the appropriate taxing authorities. See Note 5 under "Unrecognized Tax Benefits" for additional information.

Property, Plant, and Equipment

Property, plant, and equipment is stated at original cost less any regulatory disallowances and impairments. Original cost includes: materials; labor; minor items of property; appropriate administrative and general costs; payroll-related costs such as taxes, pensions, and other benefits; and the interest capitalized and cost of equity funds used during construction.

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

The Southern Company system's property, plant, and equipment in service consisted of the following at December 31:

	2015	2014
	(in millions)	
Generation	\$41,648	\$37,892
Transmission	10,544	9,884
Distribution	17,670	17,123
General	4,377	4,198
Plant acquisition adjustment	123	123
Utility plant in service	74,362	69,220
Information technology equipment and software	222	244
Communications equipment	418	439
Other	116	110
Other plant in service	756	793
Total plant in service	\$75,118	\$70,013

The cost of replacements of property, exclusive of minor items of property, is capitalized. The cost of maintenance, repairs, and replacement of minor items of property is charged to other operations and maintenance expenses as incurred or performed with the exception of nuclear refueling costs, which are recorded in accordance with specific state PSC orders. Alabama Power and Georgia Power defer and amortize nuclear refueling costs over the unit's operating cycle. The refueling cycles for Alabama Power's Plant Farley and Georgia Power's Plants Hatch and Vogtle Units 1 and 2 range from 18 to 24 months, depending on the unit.

Assets acquired under a capital lease are included in property, plant, and equipment and are further detailed in the table below:

	Asset Balances at December 31,	
	2015	2014
	(in millions)	
Office building	\$61	\$61
Nitrogen plant	83	83
Computer-related equipment	61	60
Gas pipeline	6	6
Less: Accumulated amortization	(59)	(49)
Balance, net of amortization	\$152	\$161

The amount of non-cash property additions recognized for the years ended December 31, 2015, 2014, and 2013 was \$844 million, \$528 million, and \$411 million, respectively. These amounts are comprised of construction-related accounts payable outstanding at each year end. Also, the amount of non-cash property additions associated with capitalized leases for the years ended December 31, 2015, 2014, and 2013 was \$13 million, \$25 million, and \$107 million, respectively.

Depreciation and Amortization

Depreciation of the original cost of utility plant in service is provided primarily by using composite straight-line rates, which approximated 3.0% in 2015, 3.1% in 2014, and 3.3% in 2013. Depreciation studies are conducted periodically to update the composite rates. These studies are filed with the respective state PSC and the FERC for the traditional operating companies. Accumulated depreciation for utility plant in service totaled \$23.7 billion and \$23.5 billion at December 31, 2015 and 2014, respectively. When property subject to composite depreciation is retired or otherwise disposed of in the normal course of business, its original cost, together with the cost of removal, less salvage, is charged to accumulated depreciation. For other property dispositions, the applicable cost and accumulated depreciation are removed from the balance sheet accounts, and a gain or loss is recognized. Minor items of property

included in the original cost of the plant are retired when the related property unit is retired. Certain of Southern Power's generation assets are depreciated on a units-of-production basis, using hours or starts, to better match outage and maintenance costs to the usage of and revenues from these assets. Cost, net of salvage value, of these

II-65

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

assets is depreciated on an hours or starts units-of-production basis. Plant in service as of December 31, 2015 and 2014 that is depreciated on a units-of-production basis was approximately \$485 million and \$470 million, respectively.

Under the terms of Georgia Power's Alternate Rate Plan for the years 2011 through 2013 (2010 ARP) and the 2013 ARP, Georgia Power amortized approximately \$31 million in 2013 and \$14 million in each of 2014 and 2015 of its remaining regulatory liability related to other cost of removal obligations.

See Note 3 under "Retail Regulatory Matters – Alabama Power – Cost of Removal Accounting Order" and "– Gulf Power – Retail Base Rate Case" for information regarding depreciation and amortization adjustments related to the other cost of removal regulatory liability by Alabama Power and Gulf Power, respectively.

Depreciation of the original cost of other plant in service is provided primarily on a straight-line basis over estimated useful lives ranging from three to 25 years. Accumulated depreciation for other plant in service totaled \$510 million and \$533 million at December 31, 2015 and 2014, respectively.

Asset Retirement Obligations and Other Costs of Removal

Asset retirement obligations (ARO) are computed as the present value of the estimated ultimate costs for an asset's future retirement and are recorded in the period in which the liability is incurred. The costs are capitalized as part of the related long-lived asset and depreciated over the asset's useful life. In the absence of quoted market prices, AROs are estimated using present value techniques in which estimates of future cash outlays associated with the asset retirements are discounted using a credit-adjusted risk-free rate. Estimates of the timing and amounts of future cash outlays are based on projections of when and how the assets will be retired and the cost of future removal activities. Each traditional operating company has received accounting guidance from the various state PSCs allowing the continued accrual of other future retirement costs for long-lived assets that it does not have a legal obligation to retire. Accordingly, the accumulated removal costs for these obligations are reflected in the balance sheets as a regulatory liability.

The liability for AROs primarily relates to the decommissioning of the Southern Company system's nuclear facilities – Alabama Power's Plant Farley and Georgia Power's Plant Hatch and Plant Vogtle Units 1 and 2 – and facilities that are subject to the Disposal of Coal Combustion Residuals from Electric Utilities final rule published by the EPA on April 17, 2015 (CCR Rule), principally ash ponds. In addition, the Southern Company system has retirement obligations related to various landfill sites, asbestos removal, mine reclamation, and disposal of polychlorinated biphenyls in certain transformers. The Southern Company system also has identified retirement obligations related to certain transmission and distribution facilities, certain wireless communication towers, property associated with the Southern Company system's rail lines and natural gas pipelines, and certain structures authorized by the U.S. Army Corps of Engineers. However, liabilities for the removal of these assets have not been recorded because the settlement timing for the retirement obligations related to these assets is indeterminable and, therefore, the fair value of the retirement obligations cannot be reasonably estimated. A liability for these AROs will be recognized when sufficient information becomes available to support a reasonable estimation of the ARO. The Company will continue to recognize in the statements of income allowed removal costs in accordance with regulatory treatment. Any differences between costs recognized in accordance with accounting standards related to asset retirement and environmental obligations and those reflected in rates are recognized as either a regulatory asset or liability, as ordered by the various state PSCs, and are reflected in the balance sheets. See "Nuclear Decommissioning" herein for additional information on amounts included in rates.

Details of the AROs included in the balance sheets are as follows:

	2015 (in millions)	2014
Balance at beginning of year	\$2,201	\$2,018
Liabilities incurred	662	18
Liabilities settled	(37)	(17)

Accretion	115	102
Cash flow revisions	818	80
Balance at end of year	\$3,759	\$2,201

The increases in liabilities incurred and cash flow revisions in 2015 primarily relate to an increase in AROs associated with facilities impacted by the CCR Rule and Georgia Power's updated nuclear decommissioning study. The cost estimates for AROs related to the CCR Rule are based on information as of December 31, 2015 using various assumptions related to closure and post-closure costs, timing of future cash outlays, inflation and discount rates, and the potential methods for complying with the CCR Rule requirements for closure in place or by other methods. As further analysis is performed, including evaluation of the expected

II-66

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

method of compliance, refinement of assumptions underlying the cost estimates, such as the quantities of CCR at each site, and the determination of timing, including the potential for closing ash ponds prior to the end of their currently anticipated useful life, the traditional operating companies expect to continue to periodically update these estimates. The cash flow revisions in 2014 are primarily related to Alabama Power's and SEGCO's AROs associated with asbestos at their steam generation facilities.

Nuclear Decommissioning

The NRC requires licensees of commercial nuclear power reactors to establish a plan for providing reasonable assurance of funds for future decommissioning. Alabama Power and Georgia Power have external trust funds (Funds) to comply with the NRC's regulations. Use of the Funds is restricted to nuclear decommissioning activities. The Funds are managed and invested in accordance with applicable requirements of various regulatory bodies, including the NRC, the FERC, and state PSCs, as well as the IRS. While Alabama Power and Georgia Power are allowed to prescribe an overall investment policy to the Funds' managers, neither Southern Company nor its subsidiaries or affiliates are allowed to engage in the day-to-day management of the Funds or to mandate individual investment decisions. Day-to-day management of the investments in the Funds is delegated to unrelated third party managers with oversight by the management of Southern Company, Alabama Power, and Georgia Power. The Funds' managers are authorized, within certain investment guidelines, to actively buy and sell securities at their own discretion in order to maximize the return on the Funds' investments. The Funds are invested in a tax-efficient manner in a diversified mix of equity and fixed income securities and are reported as trading securities.

Southern Company records the investment securities held in the Funds at fair value, as disclosed in Note 10, as management believes that fair value best represents the nature of the Funds. Gains and losses, whether realized or unrealized, are recorded in the regulatory liability for AROs in the balance sheets and are not included in net income or OCI. Fair value adjustments and realized gains and losses are determined on a specific identification basis. The Funds at Georgia Power participate in a securities lending program through the managers of the Funds. Under this program, the Funds' investment securities are loaned to institutional investors for a fee. Securities loaned are fully collateralized by cash, letters of credit, and/or securities issued or guaranteed by the U.S. government or its agencies or instrumentalities. As of December 31, 2015 and 2014, approximately \$76 million and \$51 million, respectively, of the fair market value of the Funds' securities were on loan and pledged to creditors under the Funds' managers' securities lending program. The fair value of the collateral received was approximately \$78 million and \$52 million at December 31, 2015 and 2014, respectively, and can only be sold by the borrower upon the return of the loaned securities. The collateral received is treated as a non-cash item in the statements of cash flows.

At December 31, 2015, investment securities in the Funds totaled \$1.5 billion, consisting of equity securities of \$817 million, debt securities of \$654 million, and \$38 million of other securities. At December 31, 2014, investment securities in the Funds totaled \$1.5 billion, consisting of equity securities of \$886 million, debt securities of \$638 million, and \$19 million of other securities. These amounts include the investment securities pledged to creditors and collateral received and exclude receivables related to investment income and pending investment sales and payables related to pending investment purchases and the lending pool.

Sales of the securities held in the Funds resulted in cash proceeds of \$1.4 billion, \$913 million, and \$1.0 billion in 2015, 2014, and 2013, respectively, all of which were reinvested. For 2015, fair value increases, including reinvested interest and dividends and excluding the Funds' expenses, were \$11 million, which included \$83 million related to unrealized losses on securities held in the Funds at December 31, 2015. For 2014, fair value increases, including reinvested interest and dividends and excluding the Funds' expenses, were \$98 million, which included \$19 million related to unrealized gains and losses on securities held in the Funds at December 31, 2014. For 2013, fair value increases, including reinvested interest and dividends and excluding the Funds' expenses, were \$181 million, which included \$119 million related to unrealized gains on securities held in the Funds at December 31, 2013. While the investment securities held in the Funds are reported as trading securities, the Funds continue to be managed with a long-term focus. Accordingly, all purchases and sales within the Funds are presented separately in the statements of

cash flows as investing cash flows, consistent with the nature of the securities and purpose for which the securities were acquired.

For Alabama Power, amounts previously recorded in internal reserves are being transferred into the Funds over periods approved by the Alabama PSC. The NRC's minimum external funding requirements are based on a generic estimate of the cost to decommission only the radioactive portions of a nuclear unit based on the size and type of reactor. Alabama Power and Georgia Power have filed plans with the NRC designed to ensure that, over time, the deposits and earnings of the Funds will provide the minimum funding amounts prescribed by the NRC.

II-67

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

At December 31, 2015 and 2014, the accumulated provisions for decommissioning were as follows:

	External Trust Funds		Internal Reserves		Total	
	2015	2014	2015	2014	2015	2014
	(in millions)					
Plant Farley	\$734	\$754	\$20	\$21	\$754	\$775
Plant Hatch	487	496	—	—	487	496
Plant Vogtle Units 1 and 2	288	293	—	—	288	293

Site study cost is the estimate to decommission a specific facility as of the site study year. The decommissioning cost estimates are based on prompt dismantlement and removal of the plant from service. The actual decommissioning costs may vary from these estimates because of changes in the assumed date of decommissioning, changes in NRC requirements, or changes in the assumptions used in making these estimates. The estimated costs of decommissioning as of December 31, 2015 based on the most current studies, which were performed in 2013 for Alabama Power's Plant Farley and in 2015 for the Georgia Power plants, were as follows for Alabama Power's Plant Farley and Georgia Power's ownership interests in Plant Hatch and Plant Vogtle Units 1 and 2:

	Plant Farley	Plant Hatch	Plant Vogtle Units 1 and 2
Decommissioning periods:			
Beginning year	2037	2034	2047
Completion year	2076	2075	2079
	(in millions)		
Site study costs:			
Radiated structures	\$1,362	\$678	\$568
Spent fuel management	—	160	147
Non-radiated structures	80	64	89
Total site study costs	\$1,442	\$902	\$804

For ratemaking purposes, Alabama Power's decommissioning costs are based on the site study, and Georgia Power's decommissioning costs are based on the NRC generic estimate to decommission the radioactive portion of the facilities and the site study estimate for spent fuel management as of 2012. Under the 2013 ARP, the Georgia PSC approved Georgia Power's annual decommissioning cost through 2016 for ratemaking of \$4 million and \$2 million for Plant Hatch and Plant Vogtle Units 1 and 2, respectively. Georgia Power expects the Georgia PSC to periodically review and adjust, if necessary, the amounts collected in rates for nuclear decommissioning costs. Significant assumptions used to determine these costs for ratemaking were an inflation rate of 4.5% and 2.4% for Alabama Power and Georgia Power, respectively, and a trust earnings rate of 7.0% and 4.4% for Alabama Power and Georgia Power, respectively.

Amounts previously contributed to the Funds for Plant Farley are currently projected to be adequate to meet the decommissioning obligations. Alabama Power will continue to provide site-specific estimates of the decommissioning costs and related projections of funds in the external trust to the Alabama PSC and, if necessary, would seek the Alabama PSC's approval to address any changes in a manner consistent with NRC and other applicable requirements.

Allowance for Funds Used During Construction and Interest Capitalized

In accordance with regulatory treatment, the traditional operating companies record AFUDC, which represents the estimated debt and equity costs of capital funds that are necessary to finance the construction of new regulated facilities. While cash is not realized currently from such allowance, AFUDC increases the revenue requirement and is recovered over the service life of the plant through a higher rate base and higher depreciation. The equity component of AFUDC is not included in calculating taxable income. Interest related to the construction of new facilities not included in the traditional operating companies' regulated rates is capitalized in accordance with standard interest capitalization requirements. AFUDC and interest capitalized, net of income taxes were 12.8%, 16.0%, and 15.0% of

net income for 2015, 2014, and 2013, respectively.

Cash payments for interest totaled \$809 million, \$732 million, and \$759 million in 2015, 2014, and 2013, respectively, net of amounts capitalized of \$124 million, \$111 million, and \$92 million, respectively.

II-68

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Impairment of Long-Lived Assets and Intangibles

Southern Company evaluates long-lived assets for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. The determination of whether an impairment has occurred is based on either a specific regulatory disallowance or an estimate of undiscounted future cash flows attributable to the assets, as compared with the carrying value of the assets. If an impairment has occurred, the amount of the impairment recognized is determined by either the amount of regulatory disallowance or by estimating the fair value of the assets and recording a loss if the carrying value is greater than the fair value. For assets identified as held for sale, the carrying value is compared to the estimated fair value less the cost to sell in order to determine if an impairment loss is required. Until the assets are disposed of, their estimated fair value is re-evaluated when circumstances or events change.

Storm Damage Reserves

Each traditional operating company maintains a reserve to cover or is allowed to defer and recover the cost of damages from major storms to its transmission and distribution lines and generally the cost of uninsured damages to its generation facilities and other property. In accordance with their respective state PSC orders, the traditional operating companies accrued \$40 million, \$40 million, and \$28 million in 2015, 2014, and 2013, respectively. Alabama Power, Gulf Power, and Mississippi Power also have authority based on orders from their state PSCs to accrue certain additional amounts as circumstances warrant. In 2015, 2014, and 2013, there were no such additional accruals. See Note 3 under "Retail Regulatory Matters – Alabama Power – Rate NDR" and "Retail Regulatory Matters – Georgia Power – Storm Damage Recovery" for additional information regarding Alabama Power's NDR and Georgia Power's deferred storm costs, respectively.

Leveraged Leases

Southern Company has several leveraged lease agreements, with original terms ranging up to 45 years, which relate to international and domestic energy generation, distribution, and transportation assets. Southern Company receives federal income tax deductions for depreciation and amortization, as well as interest on long-term debt related to these investments. The Company reviews all important lease assumptions at least annually, or more frequently if events or changes in circumstances indicate that a change in assumptions has occurred or may occur. These assumptions include the effective tax rate, the residual value, the credit quality of the lessees, and the timing of expected tax cash flows. Southern Company's net investment in domestic and international leveraged leases consists of the following at December 31:

	2015 (in millions)	2014
Net rentals receivable	\$1,487	\$1,495
Unearned income	(732)	(752)
Investment in leveraged leases	755	743
Deferred taxes from leveraged leases	(303)	(299)
Net investment in leveraged leases	\$452	\$444

A summary of the components of income from the leveraged leases follows:

	2015 (in millions)	2014	2013
Pretax leveraged lease income (loss)	\$20	\$24	\$(5)
Income tax expense	(7)	(9)	2
Net leveraged lease income (loss)	\$13	\$15	\$(3)

Cash and Cash Equivalents

For purposes of the financial statements, temporary cash investments are considered cash equivalents. Temporary cash investments are securities with original maturities of 90 days or less.

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Materials and Supplies

Generally, materials and supplies include the average cost of transmission, distribution, and generating plant materials. Materials are charged to inventory when purchased and then expensed or capitalized to plant, as appropriate, at weighted average cost when installed.

Fuel Inventory

Fuel inventory includes the average cost of coal, natural gas, oil, transportation, and emissions allowances. Fuel is charged to inventory when purchased and then expensed, at weighted average cost, as used and recovered by the traditional operating companies through fuel cost recovery rates approved by each state PSC. Emissions allowances granted by the EPA are included in inventory at zero cost.

Financial Instruments

Southern Company and its subsidiaries use derivative financial instruments to limit exposure to fluctuations in interest rates, the prices of certain fuel purchases, electricity purchases and sales, and occasionally foreign currency exchange rates. All derivative financial instruments are recognized as either assets or liabilities on the balance sheets (included in "Other" or shown separately as "Risk Management Activities") and are measured at fair value. See Note 10 for additional information regarding fair value. Substantially all of the Southern Company system's bulk energy purchases and sales contracts that meet the definition of a derivative are excluded from fair value accounting requirements because they qualify for the "normal" scope exception, and are accounted for under the accrual method. Derivative contracts that qualify as cash flow hedges of anticipated transactions or are recoverable through the traditional operating companies' fuel-hedging programs result in the deferral of related gains and losses in OCI or regulatory assets and liabilities, respectively, until the hedged transactions occur. Any ineffectiveness arising from cash flow hedges is recognized currently in net income. Other derivative contracts that qualify as fair value hedges are marked to market through current period income and are recorded on a net basis in the statements of income. Cash flows from derivatives are classified on the statement of cash flows in the same category as the hedged item. See Note 11 for additional information regarding derivatives.

The Company does not offset fair value amounts recognized for multiple derivative instruments executed with the same counterparty under a master netting arrangement. At December 31, 2015, the amount included in accounts payable in the balance sheets that the Company has recognized for the obligation to return cash collateral arising from derivative instruments was immaterial.

Southern Company is exposed to losses related to financial instruments in the event of counterparties' nonperformance. The Company has established controls to determine and monitor the creditworthiness of counterparties in order to mitigate the Company's exposure to counterparty credit risk.

Comprehensive Income

The objective of comprehensive income is to report a measure of all changes in common stock equity of an enterprise that result from transactions and other economic events of the period other than transactions with owners.

Comprehensive income consists of net income, changes in the fair value of qualifying cash flow hedges and marketable securities, certain changes in pension and other postretirement benefit plans, reclassifications for amounts included in net income, and dividends on preferred and preference stock of subsidiaries.

Accumulated OCI (loss) balances, net of tax effects, were as follows:

	Qualifying Hedges	Marketable Securities	Pension and Other Postretirement Benefit Plans	Accumulated Other Comprehensive Income (Loss)
	(in millions)			
Balance at December 31, 2014	\$(41)	\$—	\$(87)	\$(128)
Current period change	(7)	—	5	(2)
Balance at December 31, 2015	\$(48)	\$—	\$(82)	\$(130)

2. RETIREMENT BENEFITS

Southern Company has a defined benefit, trustee, pension plan covering substantially all employees. This qualified pension plan is funded in accordance with requirements of the Employee Retirement Income Security Act of 1974, as amended (ERISA). No

II-70

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

contributions to the qualified pension plan were made for the year ended December 31, 2015, and no mandatory contributions to the qualified pension plan are anticipated for the year ending December 31, 2016. Southern Company also provides certain defined benefit pension plans for a selected group of management and highly compensated employees. Benefits under these non-qualified pension plans are funded on a cash basis. In addition, Southern Company provides certain medical care and life insurance benefits for retired employees through other postretirement benefit plans. The traditional operating companies fund related other postretirement trusts to the extent required by their respective regulatory commissions. For the year ending December 31, 2016, other postretirement trust contributions are expected to total approximately \$14 million.

Actuarial Assumptions

The weighted average rates assumed in the actuarial calculations used to determine both the net periodic costs for the pension and other postretirement benefit plans for the following year and the benefit obligations as of the measurement date are presented below.

Assumptions used to determine net periodic costs:	2015		2014		2013	
Pension plans						
Discount rate – interest costs	4.17	%	5.02	%	4.26	%
Discount rate – service costs	4.48		5.02		4.26	
Expected long-term return on plan assets	8.20		8.20		8.20	
Annual salary increase	3.59		3.59		3.59	
Other postretirement benefit plans						
Discount rate – interest costs	4.04	%	4.85	%	4.05	%
Discount rate – service costs	4.39		4.85		4.05	
Expected long-term return on plan assets	6.97		7.15		7.13	
Annual salary increase	3.59		3.59		3.59	
Assumptions used to determine benefit obligations:			2015		2014	
Pension plans						
Discount rate			4.67	%	4.17	%
Annual salary increase			4.46		3.59	
Other postretirement benefit plans						
Discount rate			4.51	%	4.04	%
Annual salary increase			4.46		3.59	

The Company estimates the expected rate of return on pension plan and other postretirement benefit plan assets using a financial model to project the expected return on each current investment portfolio. The analysis projects an expected rate of return on each of seven different asset classes in order to arrive at the expected return on the entire portfolio relying on each trust's target asset allocation and reasonable capital market assumptions. The financial model is based on four key inputs: anticipated returns by asset class (based in part on historical returns), each trust's target asset allocation, an anticipated inflation rate, and the projected impact of a periodic rebalancing of each trust's portfolio.

For purposes of its December 31, 2015 measurement date, the Company adopted new mortality tables for its pension and other postretirement benefit plans, which reflect decreased life expectancies in the U.S. The adoption of new mortality tables reduced the projected benefit obligations for the Company's pension and other postretirement benefit plans by approximately \$191 million and \$35 million, respectively.

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

An additional assumption used in measuring the accumulated other postretirement benefit obligations (APBO) was a weighted average medical care cost trend rate. The weighted average medical care cost trend rates used in measuring the APBO as of December 31, 2015 were as follows:

	Initial Cost Trend Rate	Ultimate Cost Trend Rate	Year That Ultimate Rate is Reached
Pre-65	6.50 %	4.50 %	2024
Post-65 medical	5.50	4.50	2024
Post-65 prescription	10.00	4.50	2025

An annual increase or decrease in the assumed medical care cost trend rate of 1% would affect the APBO and the service and interest cost components at December 31, 2015 as follows:

	1 Percent Increase (in millions)	1 Percent Decrease
Benefit obligation	\$119	\$(102)
Service and interest costs	4	(4)
Pension Plans		

The total accumulated benefit obligation for the pension plans was \$9.6 billion at December 31, 2015 and \$10.0 billion at December 31, 2014. Changes in the projected benefit obligations and the fair value of plan assets during the plan years ended December 31, 2015 and 2014 were as follows:

	2015 (in millions)	2014
Change in benefit obligation		
Benefit obligation at beginning of year	\$10,909	\$8,863
Service cost	257	213
Interest cost	445	435
Benefits paid	(487)	(382)
Actuarial loss (gain)	(582)	1,780
Balance at end of year	10,542	10,909
Change in plan assets		
Fair value of plan assets at beginning of year	9,690	8,733
Actual return (loss) on plan assets	(14)	797
Employer contributions	45	542
Benefits paid	(487)	(382)
Fair value of plan assets at end of year	9,234	9,690
Accrued liability	\$(1,308)	\$(1,219)

At December 31, 2015, the projected benefit obligations for the qualified and non-qualified pension plans were \$10.0 billion and \$582 million, respectively. All pension plan assets are related to the qualified pension plan.

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Amounts recognized in the balance sheets at December 31, 2015 and 2014 related to the Company's pension plans consist of the following:

	2015 (in millions)	2014
Other regulatory assets, deferred	\$2,998	\$3,073
Other current liabilities	(46)	(42)
Employee benefit obligations	(1,262)	(1,177)
Accumulated OCI	125	134

Presented below are the amounts included in accumulated OCI and regulatory assets at December 31, 2015 and 2014 related to the defined benefit pension plans that had not yet been recognized in net periodic pension cost along with the estimated amortization of such amounts for 2016.

	Prior Service Cost (in millions)	Net (Gain) Loss
Balance at December 31, 2015:		
Accumulated OCI	\$3	\$122
Regulatory assets	27	2,971
Total	\$30	\$3,093
Balance at December 31, 2014:		
Accumulated OCI	\$4	\$130
Regulatory assets	51	3,022
Total	\$55	\$3,152
Estimated amortization in net periodic pension cost in 2016:		
Accumulated OCI	\$1	\$6
Regulatory assets	13	145
Total	\$14	\$151

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

The components of OCI and the changes in the balance of regulatory assets related to the defined benefit pension plans for the years ended December 31, 2015 and 2014 are presented in the following table:

	Accumulated OCI (in millions)	Regulatory Assets
Balance at December 31, 2013	\$64	\$1,651
Net gain	75	1,552
Change in prior service costs	—	1
Reclassification adjustments:		
Amortization of prior service costs	(1)	(25)
Amortization of net gain	(4)	(106)
Total reclassification adjustments	(5)	(131)
Total change	70	1,422
Balance at December 31, 2014	\$134	\$3,073
Net loss	1	155
Reclassification adjustments:		
Amortization of prior service costs	(1)	(24)
Amortization of net gain	(9)	(206)
Total reclassification adjustments	(10)	(230)
Total change	(9)	(75)
Balance at December 31, 2015	\$125	\$2,998

Components of net periodic pension cost were as follows:

	2015 (in millions)	2014	2013
Service cost	\$257	\$213	\$232
Interest cost	445	435	389
Expected return on plan assets	(724)	(645)	(603)
Recognized net loss	215	110	200
Net amortization	25	26	27
Net periodic pension cost	\$218	\$139	\$245

Net periodic pension cost is the sum of service cost, interest cost, and other costs netted against the expected return on plan assets. The expected return on plan assets is determined by multiplying the expected rate of return on plan assets and the market-related value of plan assets. In determining the market-related value of plan assets, the Company has elected to amortize changes in the market value of all plan assets over five years rather than recognize the changes immediately. As a result, the accounting value of plan assets that is used to calculate the expected return on plan assets differs from the current fair value of the plan assets.

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Future benefit payments reflect expected future service and are estimated based on assumptions used to measure the projected benefit obligation for the pension plans. At December 31, 2015, estimated benefit payments were as follows:

	Benefit Payments (in millions)
2016	\$450
2017	478
2018	501
2019	527
2020	554
2021 to 2025	3,141

Other Postretirement Benefits

Changes in the APBO and in the fair value of plan assets during the plan years ended December 31, 2015 and 2014 were as follows:

	2015 (in millions)	2014
Change in benefit obligation		
Benefit obligation at beginning of year	\$1,986	\$1,682
Service cost	23	21
Interest cost	78	79
Benefits paid	(102)	(102)
Actuarial loss (gain)	(38)	300
Plan amendments	34	(2)
Retiree drug subsidy	8	8
Balance at end of year	1,989	1,986
Change in plan assets		
Fair value of plan assets at beginning of year	900	901
Actual return (loss) on plan assets	(12)	54
Employer contributions	39	39
Benefits paid	(94)	(94)
Fair value of plan assets at end of year	833	900
Accrued liability	\$(1,156)	\$(1,086)

Amounts recognized in the balance sheets at December 31, 2015 and 2014 related to the Company's other postretirement benefit plans consist of the following:

	2015 (in millions)	2014
Other regulatory assets, deferred	\$433	\$387
Other current liabilities	(4)	(4)
Employee benefit obligations	(1,152)	(1,082)
Other regulatory liabilities, deferred	(22)	(21)
Accumulated OCI	8	8

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Presented below are the amounts included in accumulated OCI and net regulatory assets (liabilities) at December 31, 2015 and 2014 related to the other postretirement benefit plans that had not yet been recognized in net periodic other postretirement benefit cost along with the estimated amortization of such amounts for 2016.

	Prior Service Cost (in millions)	Net (Gain) Loss
Balance at December 31, 2015:		
Accumulated OCI	\$—	\$8
Net regulatory assets	32	379
Total	\$32	\$387
Balance at December 31, 2014:		
Accumulated OCI	\$—	\$8
Net regulatory assets	2	364
Total	\$2	\$372
Estimated amortization as net periodic postretirement benefit cost in 2016:		
Net regulatory assets	\$6	\$14
The components of OCI, along with the changes in the balance of net regulatory assets (liabilities), related to the other postretirement benefit plans for the plan years ended December 31, 2015 and 2014 are presented in the following table:		

	Accumulated OCI (in millions)	Net Regulatory Assets (Liabilities)
Balance at December 31, 2013	\$1	\$73
Net gain	7	301
Change in prior service costs	—	(2)
Reclassification adjustments:		
Amortization of prior service costs	—	(4)
Amortization of net gain	—	(2)
Total reclassification adjustments	—	(6)
Total change	7	293
Balance at December 31, 2014	\$8	\$366
Net gain	—	33
Change in prior service costs	—	33
Reclassification adjustments:		
Amortization of prior service costs	—	(4)
Amortization of net gain	—	(17)
Total reclassification adjustments	—	(21)
Total change	—	45
Balance at December 31, 2015	\$8	\$411

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Components of the other postretirement benefit plans' net periodic cost were as follows:

	2015	2014	2013
	(in millions)		
Service cost	\$23	\$21	\$24
Interest cost	78	79	74
Expected return on plan assets	(58)	(59)	(56)
Net amortization	21	6	21
Net periodic postretirement benefit cost	\$64	\$47	\$63

Future benefit payments, including prescription drug benefits, reflect expected future service and are estimated based on assumptions used to measure the APBO for the other postretirement benefit plans. Estimated benefit payments are reduced by drug subsidy receipts expected as a result of the Medicare Prescription Drug, Improvement, and Modernization Act of 2003 as follows:

	Benefit Payments (in millions)	Subsidy Receipts	Total
2016	\$123	\$(9)	\$114
2017	128	(10)	118
2018	133	(11)	122
2019	137	(12)	125
2020	139	(12)	127
2021 to 2025	711	(65)	646

Benefit Plan Assets

Pension plan and other postretirement benefit plan assets are managed and invested in accordance with all applicable requirements, including ERISA and the Internal Revenue Code of 1986, as amended (Internal Revenue Code). The Company's investment policies for both the pension plan and the other postretirement benefit plans cover a diversified mix of assets, including equity and fixed income securities, real estate, and private equity. Derivative instruments are used primarily to gain efficient exposure to the various asset classes and as hedging tools. The Company minimizes the risk of large losses primarily through diversification but also monitors and manages other aspects of risk.

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

The composition of the Company's pension plan and other postretirement benefit plan assets as of December 31, 2015 and 2014, along with the targeted mix of assets for each plan, is presented below:

	Target		2015		2014	
Pension plan assets:						
Domestic equity	26	%	30	%	30	%
International equity	25		23		23	
Fixed income	23		23		27	
Special situations	3		2		1	
Real estate investments	14		16		14	
Private equity	9		6		5	
Total	100	%	100	%	100	%
Other postretirement benefit plan assets:						
Domestic equity	42	%	38	%	41	%
International equity	21		23		23	
Domestic fixed income	24		26		26	
Global fixed income	4		4		3	
Special situations	1		1		—	
Real estate investments	5		6		5	
Private equity	3		2		2	
Total	100	%	100	%	100	%

The investment strategy for plan assets related to the Company's qualified pension plan is to be broadly diversified across major asset classes. The asset allocation is established after consideration of various factors that affect the assets and liabilities of the pension plan including, but not limited to, historical and expected returns and interest rates, volatility, correlations of asset classes, the current level of assets and liabilities, and the assumed growth in assets and liabilities. Because a significant portion of the liability of the pension plan is long-term in nature, the assets are invested consistent with long-term investment expectations for return and risk. To manage the actual asset class exposures relative to the target asset allocation, the Company employs a formal rebalancing program. As additional risk management, external investment managers and service providers are subject to written guidelines to ensure appropriate and prudent investment practices.

Investment Strategies

Detailed below is a description of the investment strategies for each major asset category for the pension and other postretirement benefit plans disclosed above:

• Domestic equity. A mix of large and small capitalization stocks with generally an equal distribution of value and growth attributes, managed both actively and through passive index approaches.

• International equity. A mix of growth stocks and value stocks with both developed and emerging market exposure, managed both actively and through passive index approaches.

• Fixed income. A mix of domestic and international bonds.

• Trust-owned life insurance (TOLI). Investments of the Company's taxable trusts aimed at minimizing the impact of taxes on the portfolio.

• Special situations. Investments in opportunistic strategies with the objective of diversifying and enhancing returns and exploiting short-term inefficiencies as well as investments in promising new strategies of a longer-term nature.

• Real estate investments. Investments in traditional private market, equity-oriented investments in real properties (indirectly through pooled funds or partnerships) and in publicly traded real estate securities.

• Private equity. Investments in private partnerships that invest in private or public securities typically through privately-negotiated and/or structured transactions, including leveraged buyouts, venture capital, and distressed debt.

Table of Contents

Index to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Benefit Plan Asset Fair Values

Following are the fair value measurements for the pension plan and the other postretirement benefit plan assets as of December 31, 2015 and 2014. The fair values presented are prepared in accordance with GAAP. For purposes of determining the fair value of the pension plan and other postretirement benefit plan assets and the appropriate level designation, management relies on information provided by the plan's trustee. This information is reviewed and evaluated by management with changes made to the trustee information as appropriate.

Valuation methods of the primary fair value measurements disclosed in the following tables are as follows:

Domestic and international equity. Investments in equity securities such as common stocks, American depositary receipts, and real estate investment trusts that trade on a public exchange are classified as Level 1 investments and are valued at the closing price in the active market. Equity investments with unpublished prices (i.e. pooled funds) are valued as Level 2, when the underlying holdings used to value the investment are comprised of Level 1 or Level 2 equity securities.

Fixed income. Investments in fixed income securities are generally classified as Level 2 investments and are valued based on prices reported in the market place. Additionally, the value of fixed income securities takes into consideration certain items such as broker quotes, spreads, yield curves, interest rates, and discount rates that apply to the term of a specific instrument.

TOLI. Investments in TOLI policies are classified as Level 2 investments and are valued based on the underlying investments held in the policy's separate account. The underlying assets are equity and fixed income pooled funds that are comprised of Level 1 and Level 2 securities.

Real estate investments and private equity. Investments in private equity and real estate are generally classified as Level 3 as the underlying assets typically do not have observable inputs. The fund manager values the assets using various inputs and techniques depending on the nature of the underlying investments. In the case of private equity, techniques may include purchase multiples for comparable transactions, comparable public company trading multiples, and discounted cash flow analysis. Real estate managers generally use prevailing market capitalization rates, recent sales of comparable investments, and independent third-party appraisals to value underlying real estate investments. The fair value of partnerships is determined by aggregating the value of the underlying assets.

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

The fair values of pension plan assets as of December 31, 2015 and 2014 are presented below. These fair value measurements exclude cash, receivables related to investment income, pending investments sales, and payables related to pending investment purchases. Assets that are considered special situations investments, primarily real estate investments and private equities, are presented in the tables below based on the nature of the investment.

As of December 31, 2015:	Fair Value Measurements Using			Net Asset Value as a Practical Expedient (NAV)	Total
	Quoted Prices in Active Markets for Identical Assets (Level 1) (in millions)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Assets:					
Domestic equity*	\$1,632	\$681	\$—	\$—	\$2,313
International equity*	1,190	990	—	—	2,180
Fixed income:					
U.S. Treasury, government, and agency bonds	—	454	—	—	454
Mortgage- and asset-backed securities	—	199	—	—	199
Corporate bonds	—	1,140	—	—	1,140
Pooled funds	—	500	—	—	500
Cash equivalents and other	—	145	—	—	145
Real estate investments	299	—	—	1,218	1,517
Private equity	—	—	—	635	635
Total	\$3,121	\$4,109	\$—	\$1,853	\$9,083
Liabilities:					
Derivatives	\$(1)	\$—	\$—	\$—	\$(1)
Total	\$3,120	\$4,109	\$—	\$1,853	\$9,082

* Level 1 securities consist of actively traded stocks while Level 2 securities consist of pooled funds. Management believes that the portfolio is well-diversified with no significant concentrations of risk.

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

As of December 31, 2014:	Fair Value Measurements Using			Net Asset	
	Quoted Prices in Active Markets for Identical Assets (Level 1) (in millions)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Value as a Practical Expedient (NAV)	Total
Assets:					
Domestic equity*	\$1,704	\$704	\$—	\$—	\$2,408
International equity*	1,070	986	—	—	2,056
Fixed income:					
U.S. Treasury, government, and agency bonds	—	699	—	—	699
Mortgage- and asset-backed securities	—	188	—	—	188
Corporate bonds	—	1,135	—	—	1,135
Pooled funds	—	514	—	—	514
Cash equivalents and other	3	660	—	—	663
Real estate investments	293	—	—	1,121	1,414
Private equity	—	—	—	570	570
Total	\$3,070	\$4,886	\$—	\$1,691	\$9,647
Liabilities:					
Derivatives	\$(2)	\$—	\$—	\$—	\$(2)
Total	\$3,068	\$4,886	\$—	\$1,691	\$9,645

* Level 1 securities consist of actively traded stocks while Level 2 securities consist of pooled funds. Management believes that the portfolio is well-diversified with no significant concentrations of risk.

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

The fair values of other postretirement benefit plan assets as of December 31, 2015 and 2014 are presented below. These fair value measurements exclude cash, receivables related to investment income, pending investments sales, and payables related to pending investment purchases. Assets that are considered special situations investments, primarily real estate investments and private equities, are presented in the tables below based on the nature of the investment.

	Fair Value Measurements Using			Net Asset Value as a Practical Expedient (NAV)	Total
	Quoted Prices in Active Markets for Identical Assets (Level 1) (in millions)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
As of December 31, 2015:					
Assets:					
Domestic equity*	\$ 106	\$ 52	\$ —	\$ —	\$ 158
International equity*	40	64	—	—	104
Fixed income:					
U.S. Treasury, government, and agency bonds	—	22	—	—	22
Mortgage- and asset-backed securities	—	7	—	—	7
Corporate bonds	—	38	—	—	38
Pooled funds	—	42	—	—	42
Cash equivalents and other	11	9	—	—	20
Trust-owned life insurance	—	370	—	—	370
Real estate investments	11	—	—	41	52
Private equity	—	—	—	21	21
Total	\$ 168	\$ 604	\$ —	\$ 62	\$ 834

* Level 1 securities consist of actively traded stocks while Level 2 securities consist of pooled funds. Management believes that the portfolio is well-diversified with no significant concentrations of risk.

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

As of December 31, 2014:	Fair Value Measurements Using			Net Asset Value as a Practical Expedient (NAV)	Total
	Quoted Prices in Active Markets for Identical Assets (Level 1) (in millions)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Assets:					
Domestic equity*	\$147	\$56	\$—	\$—	\$203
International equity*	36	67	—	—	103
Fixed income:					
U.S. Treasury, government, and agency bonds	—	29	—	—	29
Mortgage- and asset-backed securities	—	6	—	—	6
Corporate bonds	—	39	—	—	39
Pooled funds	—	41	—	—	41
Cash equivalents and other	9	27	—	—	36
Trust-owned life insurance	—	381	—	—	381
Real estate investments	11	—	—	37	48
Private equity	—	—	—	19	19
Total	\$203	\$646	\$—	\$56	\$905

* Level 1 securities consist of actively traded stocks while Level 2 securities consist of pooled funds. Management believes that the portfolio is well-diversified with no significant concentrations of risk.

Employee Savings Plan

Southern Company also sponsors a 401(k) defined contribution plan covering substantially all employees. The Company provides an 85% matching contribution on up to 6% of an employee's base salary. Total matching contributions made to the plan for 2015, 2014, and 2013 were \$92 million, \$87 million, and \$84 million, respectively.

3. CONTINGENCIES AND REGULATORY MATTERS

General Litigation Matters

Southern Company and its subsidiaries are subject to certain claims and legal actions arising in the ordinary course of business. In addition, the business activities of Southern Company's subsidiaries are subject to extensive governmental regulation related to public health and the environment, such as regulation of air emissions and water discharges. Litigation over environmental issues and claims of various types, including property damage, personal injury, common law nuisance, and citizen enforcement of environmental requirements such as air quality and water standards, has occurred throughout the U.S. This litigation has included claims for damages alleged to have been caused by CO₂ and other emissions, CCR, and alleged exposure to hazardous materials, and/or requests for injunctive relief in connection with such matters. The ultimate outcome of such pending or potential litigation against Southern Company and its subsidiaries cannot be predicted at this time; however, for current proceedings not specifically reported herein, management does not anticipate that the ultimate liabilities, if any, arising from such current proceedings would have a material effect on Southern Company's financial statements.

AGL Resources Merger Litigation

AGL Resources and each member of the AGL Resources board of directors were named as defendants in four purported shareholder class action lawsuits filed in the United States District Court for the Northern District of Georgia in September and October 2015. These actions were filed on behalf of named plaintiffs and other AGL Resources shareholders challenging the Merger and seeking, among other things, preliminary and permanent injunctive relief enjoining the Merger, and, in certain circumstances, damages. Southern Company and Merger Sub

were also named as defendants in two of these lawsuits. On October 23, 2015, the court consolidated the four lawsuits into a single action. On January 4, 2016, the parties filed a proposed stipulated

II-83

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

order of dismissal, asking the court to dismiss the consolidated amended complaint without prejudice, which the court approved on January 5, 2016. See Note 12 under "Southern Company – Proposed Merger with AGL Resources" for additional information regarding the Merger.

Environmental Matters

Environmental Remediation

The Southern Company system must comply with environmental laws and regulations that cover the handling and disposal of waste and releases of hazardous substances. Under these various laws and regulations, the Southern Company system could incur substantial costs to clean up affected sites. The traditional operating companies have each received authority from their respective state PSCs to recover approved environmental compliance costs through regulatory mechanisms. These rates are adjusted annually or as necessary within limits approved by the state PSCs. Georgia Power's environmental remediation liability as of December 31, 2015 was \$29 million. Georgia Power has been designated or identified as a potentially responsible party (PRP) at sites governed by the Georgia Hazardous Site Response Act and/or by the federal Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), including a site in Brunswick, Georgia on the CERCLA National Priorities List. The PRPs at the Brunswick site have completed a removal action as ordered by the EPA. Additional response actions at this site are anticipated. In September 2015, Georgia Power entered into an allocation agreement with another PRP, under which that PRP will be responsible (as between Georgia Power and that PRP) for paying and performing certain investigation, assessment, remediation, and other incidental activities at the Brunswick site. Assessment and potential cleanup of other sites are anticipated.

The ultimate outcome of these matters will depend upon the success of defenses asserted, the ultimate number of PRPs participating in the cleanup, and numerous other factors and cannot be determined at this time; however, as a result of Georgia Power's regulatory treatment for environmental remediation expenses, these matters are not expected to have a material impact on Southern Company's financial statements.

Gulf Power's environmental remediation liability includes estimated costs of environmental remediation projects of approximately \$46 million as of December 31, 2015. These estimated costs primarily relate to site closure criteria by the Florida Department of Environmental Protection (FDEP) for potential impacts to soil and groundwater from herbicide applications at Gulf Power substations. The schedule for completion of the remediation projects is subject to FDEP approval. The projects have been approved by the Florida PSC for recovery through Gulf Power's environmental cost recovery clause; therefore, these liabilities have no impact on net income.

The final outcome of these matters cannot be determined at this time. However, based on the currently known conditions at these sites and the nature and extent of activities relating to these sites, management does not believe that additional liabilities, if any, at these sites would be material to the financial statements.

Nuclear Fuel Disposal Costs

Acting through the DOE and pursuant to the Nuclear Waste Policy Act of 1982, the U.S. government entered into contracts with Alabama Power and Georgia Power that require the DOE to dispose of spent nuclear fuel and high level radioactive waste generated at Plants Hatch and Farley and Plant Vogtle Units 1 and 2 beginning no later than January 31, 1998. The DOE has yet to commence the performance of its contractual and statutory obligation to dispose of spent nuclear fuel. Consequently, Alabama Power and Georgia Power pursued and continue to pursue legal remedies against the U.S. government for its partial breach of contract.

In December 2014, the Court of Federal Claims entered a judgment in favor of Georgia Power and Alabama Power in their spent nuclear fuel lawsuit seeking damages for the period from January 1, 2005 through December 31, 2010. On March 19, 2015, Georgia Power recovered approximately \$18 million, based on its ownership interests, and Alabama Power recovered approximately \$26 million. In March 2015, Georgia Power credited the award to accounts where the original costs were charged and reduced rate base, fuel, and cost of service for the benefit of customers. In November 2015, Alabama Power applied the retail-related proceeds to offset the nuclear fuel expense under Rate ECR. See "Retail Regulatory Matters – Alabama Power – Nuclear Waste Fund Accounting Order" herein for additional

information. In December 2015, Alabama Power credited the wholesale-related proceeds to each wholesale customer. In March 2014, Alabama Power and Georgia Power filed additional lawsuits against the U.S. government for the costs of continuing to store spent nuclear fuel at Plants Farley and Hatch and Plant Vogtle Units 1 and 2 for the period from January 1, 2011 through December 31, 2013. The damage period was subsequently extended to December 31, 2014. Damages will continue to accumulate until the issue is resolved or storage is provided. No amounts have been recognized in the financial statements as of

II-84

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

December 31, 2015 for any potential recoveries from the additional lawsuits. The final outcome of these matters cannot be determined at this time; however, no material impact on Southern Company's net income is expected. On-site dry spent fuel storage facilities are operational at all three plants and can be expanded to accommodate spent fuel through the expected life of each plant.

FERC Matters

The traditional operating companies and Southern Power have authority from the FERC to sell electricity at market-based rates. Since 2008, that authority, for certain balancing authority areas, has been conditioned on compliance with the requirements of an energy auction, which the FERC found to be tailored mitigation that addresses potential market power concerns. In accordance with FERC regulations governing such authority, the traditional operating companies and Southern Power filed a triennial market power analysis in June 2014, which included continued reliance on the energy auction as tailored mitigation. On April 27, 2015, the FERC issued an order finding that the traditional operating companies' and Southern Power's existing tailored mitigation may not effectively mitigate the potential to exert market power in certain areas served by the traditional operating companies and in some adjacent areas. The FERC directed the traditional operating companies and Southern Power to show why market-based rate authority should not be revoked in these areas or to provide a mitigation plan to further address market power concerns. The traditional operating companies and Southern Power filed a request for rehearing on May 27, 2015 and on June 26, 2015 filed their response with the FERC. The ultimate outcome of this matter cannot be determined at this time.

Retail Regulatory Matters

Alabama Power

Rate RSE

The Alabama PSC has adopted Rate RSE that provides for periodic annual adjustments based upon Alabama Power's projected weighted cost of equity (WCE) compared to an allowable range. Rate RSE adjustments are based on forward-looking information for the applicable upcoming calendar year. Retail rates remain unchanged when the WCE ranges between 5.75% and 6.21%. Rate RSE adjustments for any two-year period, when averaged together, cannot exceed 4.0% and any annual adjustment is limited to 5.0%. If Alabama Power's actual retail return is above the allowed WCE range, customer refunds will be required; however, there is no provision for additional customer billings should the actual retail return fall below the WCE range.

In 2013, the Alabama PSC approved a revision to Rate RSE, effective for calendar year 2014. This revision established the WCE range of 5.75% to 6.21% with an adjusting point of 5.98% and provided eligibility for a performance-based adder of seven basis points, or 0.07%, to the WCE adjusting point if Alabama Power (i) has an "A" credit rating equivalent with at least one of the recognized rating agencies or (ii) is in the top one-third of a designated customer value benchmark survey.

The Rate RSE increase for 2015 was 3.49% or \$181 million annually, and was effective January 1, 2015. On November 30, 2015, Alabama Power made its annual Rate RSE submission to the Alabama PSC of projected data for calendar year 2016. Projected earnings were within the specified WCE range; therefore, retail rates under Rate RSE remained unchanged for 2016.

Rate CNP

Alabama Power's retail rates, approved by the Alabama PSC, provide for adjustments to recognize the placing of new generating facilities into retail service under Rate CNP. Alabama Power may also recover retail costs associated with certificated PPAs under Rate CNP PPA. On March 3, 2015, the Alabama PSC issued a consent order that Alabama Power leave in effect the current Rate CNP PPA factor for billings for the period April 1, 2015 through March 31, 2016. No adjustment to Rate CNP PPA is expected in 2016. As of December 31, 2015, Alabama Power had an under recovered certificated PPA balance of \$99 million which is included in deferred under recovered regulatory clause revenues in the balance sheet.

Rate CNP Environmental allowed for the recovery of Alabama Power's retail costs associated with environmental laws, regulations, and other such mandates. On March 3, 2015, the Alabama PSC approved a modification to Rate CNP Environmental to include compliance costs for both environmental and non-environmental mandates. The recoverable non-environmental compliance costs result from laws, regulations, and other mandates directed at the utility industry involving the security, reliability, safety, sustainability, or similar considerations impacting Alabama Power's facilities or operations. This modification to Rate CNP Environmental was effective March 20, 2015 with the revised rate now defined as Rate CNP Compliance. Alabama Power was limited to recover \$50 million of non-environmental compliance costs for the year 2015. Additional non-environmental compliance costs were recovered through Rate RSE. Customer rates were not impacted by this order in 2015; therefore, the modification increased the under recovered position for Rate CNP Compliance during 2015. Rate CNP Compliance is based on forward-looking information and provides for the recovery of these costs pursuant to a factor that is calculated

II-85

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

annually. Compliance costs to be recovered include operations and maintenance expenses, depreciation, and a return on certain invested capital.

Rate CNP Compliance increased 1.5%, or \$75 million annually, effective January 1, 2015. As of December 31, 2015, Alabama Power had an under recovered compliance clause balance of \$43 million, which is included in under recovered regulatory clause revenues in the balance sheet.

Rate ECR

Alabama Power has established energy cost recovery rates under Alabama Power's Rate ECR as approved by the Alabama PSC. Rates are based on an estimate of future energy costs and the current over or under recovered balance. Revenues recognized under Rate ECR and recorded on the financial statements are adjusted for the difference in actual recoverable fuel costs and amounts billed in current regulated rates. The difference in the recoverable fuel costs and amounts billed give rise to the over or under recovered amounts recorded as regulatory assets or liabilities. Alabama Power, along with the Alabama PSC, continually monitors the over or under recovered cost balance to determine whether an adjustment to billing rates is required. Changes in the Rate ECR factor have no significant effect on Southern Company's net income, but will impact operating cash flows. Currently, the Alabama PSC may approve billing rates under Rate ECR of up to 5.910 cents per KWH. In December 2014, the Alabama PSC issued a consent order that Alabama Power leave in effect for 2015 the Rate ECR factor of 2.681 cents per KWH.

On December 1, 2015, the Alabama PSC approved a decrease in Alabama Power's Rate ECR factor from 2.681 to 2.030 cents per KWH, 6.7%, or \$370 million annually, based upon projected billings, effective January 1, 2016. The approved decrease in the Rate ECR factor will have no significant effect on Southern Company's net income, but will decrease operating cash flows related to fuel cost recovery in 2016 when compared to 2015. The rate will return to 2.681 cents per KWH in 2017 and 5.910 cents per KWH in 2018, absent a further order from the Alabama PSC. Alabama Power's over recovered fuel costs at December 31, 2015 totaled \$238 million as compared to \$47 million at December 31, 2014. At December 31, 2015, \$238 million is included in other regulatory liabilities, current. The over recovered fuel costs at December 31, 2014 are included in deferred over recovered regulatory clause revenues. These classifications are based on estimates, which include such factors as weather, generation availability, energy demand, and the price of energy. A change in any of these factors could have a material impact on the timing of any recovery or return of fuel costs.

Rate NDR

Based on an order from the Alabama PSC, Alabama Power maintains a reserve for operations and maintenance expenses to cover the cost of damages from major storms to its transmission and distribution facilities. The order approves a separate monthly Rate NDR charge to customers consisting of two components. The first component is intended to establish and maintain a reserve balance for future storms and is an on-going part of customer billing. The second component of the Rate NDR charge is intended to allow recovery of any existing deferred storm-related operations and maintenance costs and any future reserve deficits over a 24-month period. The Alabama PSC order gives Alabama Power authority to record a deficit balance in the NDR when costs of storm damage exceed any established reserve balance. Absent further Alabama PSC approval, the maximum total Rate NDR charge consisting of both components is \$10 per month per non-residential customer account and \$5 per month per residential customer account. Alabama Power has the authority, based on an order from the Alabama PSC, to accrue certain additional amounts as circumstances warrant. The order allows for reliability-related expenditures to be charged against the additional accruals when the NDR balance exceeds \$75 million. Alabama Power may designate a portion of the NDR to reliability-related expenditures as a part of an annual budget process for the following year or during the current year for identified unbudgeted reliability-related expenditures that are incurred. Accruals that have not been designated can be used to offset storm charges. Additional accruals to the NDR will enhance Alabama Power's ability to deal with the financial effects of future natural disasters, promote system reliability, and offset costs retail customers would otherwise bear.

As revenue from the Rate NDR charge is recognized, an equal amount of operations and maintenance expenses related to the NDR will also be recognized. As a result, the Rate NDR charge will not have an effect on net income but will impact operating cash flows.

Environmental Accounting Order

Based on an order from the Alabama PSC, Alabama Power is allowed to establish a regulatory asset to record the unrecovered investment costs, including the unrecovered plant asset balance and the unrecovered costs, associated with site removal and closure associated with future unit retirements caused by environmental regulations. These costs are being amortized and recovered over the affected unit's remaining useful life, as established prior to the decision regarding early retirement through Rate CNP Compliance.

II-86

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

In April 2015, as part of its environmental compliance strategy, Alabama Power retired Plant Gorgas Units 6 and 7 (200 MWs). Additionally, in April 2015, Alabama Power ceased using coal at Plant Barry Units 1 and 2 (250 MWs), but such units will remain available on a limited basis with natural gas as the fuel source. In accordance with the joint stipulation entered in connection with a civil enforcement action by the EPA, Alabama Power retired Plant Barry Unit 3 (225 MWs) in August 2015 and it is no longer available for generation. Alabama Power expects to cease using coal at Plant Greene County Units 1 and 2 (300 MWs) and begin operating those units solely on natural gas by April 2016. In accordance with this accounting order from the Alabama PSC, Alabama Power transferred the unrecovered plant asset balances to a regulatory asset at their respective retirement dates. The regulatory asset will be amortized and recovered through Rate CNP Compliance over the remaining useful lives, as established prior to the decision for retirement. As a result, these decisions will not have a significant impact on Southern Company's financial statements.

Nuclear Waste Fund Accounting Order

In 2013, the U.S. District Court for the District of Columbia ordered the DOE to cease collecting spent fuel depository fees from nuclear power plant operators until such time as the DOE either complies with the Nuclear Waste Policy Act of 1982 or until the U.S. Congress enacts an alternative waste management plan. The DOE formally set the fee to zero effective May 16, 2014.

In August 2014, the Alabama PSC issued an order to provide for the continued recovery from customers of amounts associated with the permanent disposal of nuclear waste from the operation of Plant Farley. In accordance with the order, effective May 16, 2014, Alabama Power was authorized to recover from customers an amount equal to the prior fee and to record the amounts in a regulatory liability account (approximately \$14 million annually). On December 1, 2015, the Alabama PSC issued an order for Alabama Power to discontinue recording the amounts recovered from customers in a regulatory liability account and transfer amounts recorded in the regulatory liability to Rate ECR. On December 1, 2015, Alabama Power transferred \$20 million from the regulatory liability to Rate ECR to offset fuel expense.

Cost of Removal Accounting Order

In accordance with an accounting order issued in November 2014 by the Alabama PSC, in December 2014, Alabama Power fully amortized the balance of \$123 million in certain regulatory asset accounts and offset this amortization expense with the amortization of \$120 million of the regulatory liability for other cost of removal obligations. The regulatory asset accounts fully amortized and terminated as of December 31, 2014 represented costs previously deferred under a compliance and pension cost accounting order as well as a non-nuclear outage accounting order, which were approved by the Alabama PSC in 2012 and 2013, respectively. Approximately \$95 million of non-nuclear outage costs and \$28 million of compliance and pension costs were fully amortized in December 2014.

Georgia Power**Rate Plans**

In 2013, the Georgia PSC voted to approve the 2013 ARP. The 2013 ARP reflects the settlement agreement among Georgia Power, the Georgia PSC's Public Interest Advocacy Staff, and 11 of the 13 intervenors.

In January 2014, in accordance with the 2013 ARP, Georgia Power increased its tariffs as follows: (1) traditional base tariff rates by approximately \$80 million; (2) Environmental Compliance Cost Recovery (ECCR) tariff by approximately \$25 million; (3) Demand-Side Management (DSM) tariffs by approximately \$1 million; and (4) Municipal Franchise Fee (MFF) tariff by approximately \$4 million, for a total increase in base revenues of approximately \$110 million.

On February 19, 2015, in accordance with the 2013 ARP, the Georgia PSC approved an increase to tariffs effective January 1, 2015 as follows: (1) traditional base tariff rates by approximately \$107 million; (2) ECCR tariff by approximately \$23 million; (3) DSM tariffs by approximately \$3 million; and (4) MFF tariff by approximately \$3 million, for a total increase in base revenues of approximately \$136 million.

On December 16, 2015, in accordance with the 2013 ARP, the Georgia PSC approved an increase to tariffs effective January 1, 2016 as follows: (1) traditional base tariff rates by approximately \$49 million; (2) ECCR tariff by

approximately \$75 million; (3) DSM tariffs by approximately \$3 million; and (4) MFF tariff by approximately \$13 million, for a total increase in base revenues of approximately \$140 million.

Under the 2013 ARP, Georgia Power's retail ROE is set at 10.95% and earnings are evaluated against a retail ROE range of 10.00% to 12.00%. Two-thirds of any earnings above 12.00% will be directly refunded to customers, with the remaining one-third retained by Georgia Power. There will be no recovery of any earnings shortfall below 10.00% on an actual basis. In 2014, Georgia Power's retail ROE exceeded 12.00%, and Georgia Power will refund to retail customers approximately \$11 million in 2016, as

Table of Contents

Index to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

approved by the Georgia PSC on February 18, 2016. In 2015, Georgia Power's retail ROE was within the allowed retail ROE range.

Georgia Power is required to file a general base rate case by July 1, 2016, in response to which the Georgia PSC would be expected to determine whether the 2013 ARP should be continued, modified, or discontinued.

Integrated Resource Plan

To comply with the April 16, 2015 effective date of the MATS rule, Plant Branch Units 1, 3, and 4 (1,266 MWs), Plant Yates Units 1 through 5 (579 MWs), and Plant McManus Units 1 and 2 (122 MWs) were retired and operations were discontinued at Plant Mitchell Unit 3 (155 MWs) by April 15, 2015, and Plant Kraft Units 1 through 4 (316 MWs) were retired on October 13, 2015. The switch to natural gas as the primary fuel was completed at Plant Yates Units 6 and 7 by June 2015 and at Plant Gaston Units 1 through 4 by December 2015.

In the 2013 ARP, the Georgia PSC approved the amortization of the CWIP balances related to environmental projects that will not be completed at Plant Branch Units 1 through 4 and Plant Yates Units 6 and 7 over nine years ending December 2022 and the amortization of the remaining net book values of Plant Branch Unit 2 from October 2013 to December 2022, Plant Branch Unit 1 from May 2015 to December 2020, Plant Branch Unit 3 from May 2015 to December 2023, and Plant Branch Unit 4 from May 2015 to December 2024.

On January 29, 2016, Georgia Power filed its triennial IRP (2016 IRP). The filing included a request to decertify Plant Mitchell Units 3, 4A, and 4B (217 MWs) and Plant Kraft Unit 1 (17 MWs) upon approval of the 2016 IRP. The 2016 IRP also reflects that Georgia Power exercised its contractual option to sell its 33% ownership interest in the Intercession City unit (143 MWs total capacity) to Duke Energy Florida, Inc. See Note 4 for additional information. In the 2016 IRP, Georgia Power requested reclassification of the remaining net book value of Plant Mitchell Unit 3, as of its retirement date, to a regulatory asset to be amortized over a period equal to the unit's remaining useful life. Georgia Power also requested that the Georgia PSC approve the deferral of the cost associated with materials and supplies remaining at the unit retirement dates to a regulatory asset, to be amortized over a period deemed appropriate by the Georgia PSC.

The decertification and retirement of these units are not expected to have a material impact on Southern Company's financial statements; however, the ultimate outcome depends on the Georgia PSC's orders in the 2016 IRP and next general base rate case.

Additionally, the 2016 IRP included a Renewable Energy Development Initiative requesting to procure up to 525 MWs of renewable resources utilizing market-based prices established through a competitive bidding process to expand Georgia Power's existing renewable initiatives, including the Advanced Solar Initiative.

A decision from the Georgia PSC on the 2016 IRP is expected in the third quarter 2016. The ultimate outcome of these matters cannot be determined at this time.

Fuel Cost Recovery

Georgia Power has established fuel cost recovery rates approved by the Georgia PSC. The Georgia PSC approved a reduction in Georgia Power's total annual billings of approximately \$567 million effective June 1, 2012, with an additional \$122 million reduction effective January 1, 2013 through June 1, 2014. Under an Interim Fuel Rider, Georgia Power continues to be allowed to adjust its fuel cost recovery rates prior to the next fuel case if the under or over recovered fuel balance exceeds \$200 million. Georgia Power's fuel cost recovery includes costs associated with a natural gas hedging program, as approved by the Georgia PSC in 2015, allowing it to use an array of derivative instruments within a 48-month time horizon effective January 1, 2016. See Note 11 under "Energy-Related Derivatives" for additional information. On December 15, 2015, the Georgia PSC approved Georgia Power's request to lower annual billings by approximately \$350 million effective January 1, 2016.

Georgia Power's over recovered fuel balance totaled approximately \$116 million at December 31, 2015 and is included in current liabilities and other deferred liabilities. At December 31, 2014, Georgia Power's under recovered fuel balance totaled approximately \$199 million and was included in current assets and other deferred charges and assets.

Fuel cost recovery revenues as recorded on the financial statements are adjusted for differences in actual recoverable fuel costs and amounts billed in current regulated rates. Accordingly, changes in the billing factor will not have a significant effect on Southern Company's revenues or net income, but will affect cash flow.

Storm Damage Recovery

Georgia Power defers and recovers certain costs related to damages from major storms as mandated by the Georgia PSC. Beginning January 1, 2014, Georgia Power is accruing \$30 million annually under the 2013 ARP that is recoverable through base

II-88

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

rates. As of December 31, 2015 and December 31, 2014, the balance in the regulatory asset related to storm damage was \$92 million and \$98 million, respectively, with approximately \$30 million included in other regulatory assets, current for both years and approximately \$62 million and \$68 million included in other regulatory assets, deferred, respectively. Georgia Power expects the Georgia PSC to periodically review and adjust, if necessary, the amounts collected in rates for storm damage costs. As a result of the regulatory treatment, costs related to storms are generally not expected to have a material impact on Southern Company's financial statements.

Nuclear Construction

In 2008, Georgia Power, acting for itself and as agent for Oglethorpe Power Corporation (OPC), the Municipal Electric Authority of Georgia (MEAG Power), and the City of Dalton, Georgia (Dalton), acting by and through its Board of Water, Light, and Sinking Fund Commissioners, doing business as Dalton Utilities (collectively, Vogtle Owners), entered into an agreement with a consortium consisting of Westinghouse Electric Company LLC (Westinghouse) and Stone & Webster, Inc., a subsidiary of The Shaw Group Inc., which was acquired by Chicago Bridge & Iron Company N.V. (CB&I) (Westinghouse and Stone & Webster, Inc., collectively, Contractor), pursuant to which the Contractor agreed to design, engineer, procure, construct, and test two AP1000 nuclear units (with electric generating capacity of approximately 1,100 MWs each) and related facilities at Plant Vogtle (Vogtle 3 and 4 Agreement).

Under the terms of the Vogtle 3 and 4 Agreement, the Vogtle Owners agreed to pay a purchase price that is subject to certain price escalations and adjustments, including fixed escalation amounts and index-based adjustments, as well as adjustments for change orders, and performance bonuses for early completion and unit performance. The Vogtle 3 and 4 Agreement also provides for liquidated damages upon the Contractor's failure to fulfill the schedule and performance guarantees, subject to a cap. In addition, the Vogtle 3 and 4 Agreement provides for limited cost sharing by the Vogtle Owners for Contractor costs under certain conditions (which have not occurred), with maximum additional capital costs under this provision attributable to Georgia Power (based on Georgia Power's ownership interest) of approximately \$114 million. Each Vogtle Owner is severally (and not jointly) liable for its proportionate share, based on its ownership interest, of all amounts owed to the Contractor under the Vogtle 3 and 4 Agreement. Georgia Power's proportionate share is 45.7%.

On December 31, 2015, Westinghouse acquired Stone & Webster, Inc. from CB&I (Acquisition). In connection with the Acquisition, Stone & Webster, Inc. changed its name to WECTEC Global Project Services Inc. (WECTEC). Certain obligations of Westinghouse and Stone & Webster, Inc. have been guaranteed by Toshiba Corporation, Westinghouse's parent company, and CB&I's The Shaw Group Inc., respectively. Subject to the consent of the DOE, in connection with the Acquisition and pursuant to the settlement agreement described below, the guarantee of The Shaw Group Inc. will be terminated. The guarantee of Toshiba Corporation remains in place. In the event of certain credit rating downgrades of any Vogtle Owner, such Vogtle Owner will be required to provide a letter of credit or other credit enhancement. Additionally, on January 13, 2016, as a result of recent credit rating downgrades of Toshiba Corporation, Westinghouse provided the Vogtle Owners with letters of credit in an aggregate amount of \$900 million in accordance with, and subject to adjustment under, the terms of the Vogtle 3 and 4 Agreement.

The Vogtle Owners may terminate the Vogtle 3 and 4 Agreement at any time for their convenience, provided that the Vogtle Owners will be required to pay certain termination costs. The Contractor may terminate the Vogtle 3 and 4 Agreement under certain circumstances, including certain Vogtle Owner suspension or delays of work, action by a governmental authority to permanently stop work, certain breaches of the Vogtle 3 and 4 Agreement by the Vogtle Owners, Vogtle Owner insolvency, and certain other events.

In 2009, the NRC issued an Early Site Permit and Limited Work Authorization which allowed limited work to begin on Plant Vogtle Units 3 and 4. The NRC certified the Westinghouse Design Control Document, as amended (DCD), for the AP1000 nuclear reactor design, in late 2011, and issued combined construction and operating licenses (COLs) in early 2012. Receipt of the COLs allowed full construction to begin. There have been technical and procedural challenges to the construction and licensing of Plant Vogtle Units 3 and 4, at the federal and state level, and additional

challenges may arise as construction proceeds.

In 2009, the Georgia PSC voted to certify construction of Plant Vogtle Units 3 and 4. In addition, in 2009 the Georgia PSC approved inclusion of the Plant Vogtle Units 3 and 4 related CWIP accounts in rate base, and the State of Georgia enacted the Georgia Nuclear Energy Financing Act, which allows Georgia Power to recover financing costs for nuclear construction projects certified by the Georgia PSC. Financing costs are recovered on all applicable certified costs through annual adjustments to the NCCR tariff by including the related CWIP accounts in rate base during the construction period. The Georgia PSC approved an initial NCCR tariff of approximately \$223 million effective January 1, 2011, as well as increases to the NCCR tariff of approximately \$35 million, \$50 million, \$60 million, \$27 million, and \$19 million effective January 1, 2012, 2013, 2014, 2015, and 2016, respectively.

II-89

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Georgia Power is required to file semi-annual Vogtle Construction Monitoring (VCM) reports with the Georgia PSC by February 28 and August 31 each year. If the projected construction capital costs to be borne by Georgia Power increase by 5% above the certified cost or the projected in-service dates are significantly extended, Georgia Power is required to seek an amendment to the Plant Vogtle Units 3 and 4 certificate from the Georgia PSC. In February 2013, Georgia Power requested an amendment to the certificate to increase the estimated in-service capital cost of Plant Vogtle Units 3 and 4 from \$4.4 billion to \$4.8 billion and to extend the estimated in-service dates to the fourth quarter 2017 (from April 2016) and the fourth quarter 2018 (from April 2017) for Plant Vogtle Units 3 and 4, respectively. In October 2013, the Georgia PSC approved a stipulation (2013 Stipulation) between Georgia Power and the Georgia PSC Staff (Staff) to waive the requirement to amend the Plant Vogtle Units 3 and 4 certificate until the completion of Plant Vogtle Unit 3 or earlier if deemed appropriate by the Georgia PSC and Georgia Power.

On April 15, 2015, the Georgia PSC issued a procedural order in connection with the twelfth VCM report, which included a requested amendment (Requested Amendment) to the Plant Vogtle Units 3 and 4 certificate to reflect the Contractor's revised forecast for completion of Plant Vogtle Units 3 and 4 (second quarter of 2019 and second quarter of 2020, respectively) as well as additional estimated Vogtle Owner's costs, of approximately \$10 million per month, including property taxes, oversight costs, compliance costs, and other operational readiness costs to include the estimated Vogtle Owner's costs associated with the proposed 18-month Contractor delay and to increase the estimated total in-service capital cost of Plant Vogtle Units 3 and 4 to \$5.0 billion. Pursuant to the Georgia PSC's procedural order, the Georgia PSC deemed the Requested Amendment unnecessary and withdrawn until the completion of construction of Plant Vogtle Unit 3 consistent with the 2013 Stipulation. The Georgia PSC recognized that the certified cost and the 2013 Stipulation do not constitute a cost recovery cap. In accordance with the Georgia Integrated Resource Planning Act, any costs incurred by Georgia Power in excess of the certified amount will be included in rate base, provided Georgia Power shows the costs to be reasonable and prudent. Financing costs up to the certified amount will be collected through the NCCR tariff until the units are placed in service and contemplated in a general base rate case, while financing costs on any construction-related costs in excess of the \$4.4 billion certified amount are expected to be recovered through AFUDC.

In 2012, the Vogtle Owners and the Contractor commenced litigation regarding the costs associated with design changes to the DCD and the delays in the timing of approval of the DCD and issuance of the COLs, including the assertion by the Contractor that the Vogtle Owners are responsible for these costs under the terms of the Vogtle 3 and 4 Agreement. The Contractor also asserted that it was entitled to extensions of the guaranteed substantial completion dates of April 2016 and April 2017 for Plant Vogtle Units 3 and 4, respectively. In May 2014, the Contractor filed an amended claim alleging that (i) the design changes to the DCD imposed by the NRC delayed module production and the impacts to the Contractor are recoverable by the Contractor under the Vogtle 3 and 4 Agreement and (ii) the changes to the basemat rebar design required by the NRC caused additional costs and delays recoverable by the Contractor under the Vogtle 3 and 4 Agreement. In June 2015, the Contractor updated its estimated damages to an aggregate (based on Georgia Power's ownership interest) of approximately \$714 million (in 2015 dollars). The case was pending in the U.S. District Court for the Southern District of Georgia (Vogtle Construction Litigation).

On December 31, 2015, Westinghouse and the Vogtle Owners entered into a definitive settlement agreement (Contractor Settlement Agreement) to resolve disputes between the Vogtle Owners and the Contractor under the Vogtle 3 and 4 Agreement, including the Vogtle Construction Litigation. Effective December 31, 2015, Georgia Power, acting for itself and as agent for the other Vogtle Owners, and the Contractor entered into an amendment to the Vogtle 3 and 4 Agreement to implement the Contractor Settlement Agreement. The Contractor Settlement Agreement and the related amendment to the Vogtle 3 and 4 Agreement (i) restrict the Contractor's ability to seek further increases in the contract price by clarifying and limiting the circumstances that constitute nuclear regulatory changes in law; (ii) provide for enhanced dispute resolution procedures; (iii) revise the guaranteed substantial completion dates to match the current estimated in-service dates of June 30, 2019 for Unit 3 and June 30, 2020 for Unit 4; (iv) provide that delay liquidated damages will now commence from the current estimated nuclear fuel loading date for each unit,

which is December 31, 2018 for Unit 3 and December 31, 2019 for Unit 4, rather than the original guaranteed substantial completion dates under the Vogtle 3 and 4 Agreement; and (v) provide that Georgia Power, based on its ownership interest, will pay to the Contractor and capitalize to the project cost approximately \$350 million, of which approximately \$120 million has been paid previously under the dispute resolution procedures of the Vogtle 3 and 4 Agreement. Further, subsequent to December 31, 2015, Georgia Power paid approximately \$121 million under the terms of the Contractor Settlement Agreement. In addition, the Contractor Settlement Agreement provides for the resolution of other open existing items relating to the scope of the project under the Vogtle 3 and 4 Agreement, including cyber security, for which costs were reflected in Georgia Power's previously disclosed in-service cost estimate. Further, as part of the settlement and in connection with the Acquisition: (i) Westinghouse has engaged Fluor Enterprises, Inc., a subsidiary of Fluor Corporation, as a new construction subcontractor; and (ii) the Vogtle Owners, CB&I, and The Shaw Group Inc. have entered into mutual releases of any and all claims arising out of events or circumstances in connection with the construction of Plant Vogtle Units 3 and 4 that occurred on or before the date of the Contractor Settlement Agreement. On January 5, 2016, the Vogtle Construction Litigation was dismissed with prejudice.

II-90

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

On January 21, 2016, Georgia Power submitted the Contractor Settlement Agreement and the related amendment to the Vogtle 3 and 4 Agreement to the Georgia PSC for its review. On February 2, 2016, the Georgia PSC ordered Georgia Power to file supplemental information by April 5, 2016 in support of the Contractor Settlement Agreement and Georgia Power's position that all construction costs to date have been prudently incurred and that the current estimated in-service capital cost and schedule are reasonable. Following Georgia Power's filing under the order, the Staff will conduct a review of all costs incurred related to Plant Vogtle Units 3 and 4, the schedule for completion of Plant Vogtle Units 3 and 4, and the Contractor Settlement Agreement and the Staff is authorized to engage in related settlement discussions with Georgia Power and any intervenors.

The order provides that the Staff is required to report to the Georgia PSC by October 5, 2016 with respect to the status of its review and any settlement-related negotiations. If a settlement with the Staff is reached with respect to costs of Plant Vogtle Units 3 and 4, the Georgia PSC will then conduct a hearing to consider whether to approve that settlement. If a settlement with the Staff is not reached, the Georgia PSC will determine how to proceed, including (i) modifying the 2013 Stipulation, (ii) directing Georgia Power to file a request for an amendment to the certificate for Plant Vogtle Units 3 and 4, (iii) issuing a scheduling order to address remaining disputed issues, or (iv) taking any other option within its authority.

The Georgia PSC has approved thirteen VCM reports covering the periods through June 30, 2015, including construction capital costs incurred, which through that date totaled \$3.1 billion. On February 26, 2016, Georgia Power filed its fourteenth VCM report with the Georgia PSC covering the period from July 1 through December 31, 2015. The fourteenth VCM report does not include a requested amendment to the certified cost of Plant Vogtle Units 3 and 4. Georgia Power is requesting approval of \$160 million of construction capital costs incurred during that period. Georgia Power anticipates to incur average financing costs of approximately \$27 million per month from January 2016 until Plant Vogtle Units 3 and 4 are placed in service. The updated in-service capital cost forecast is \$5.44 billion and includes costs related to the Contractor Settlement Agreement. Estimated financing costs during the construction period total approximately \$2.4 billion. Georgia Power's CWIP balance for Plant Vogtle Units 3 and 4 was approximately \$3.6 billion as of December 31, 2015.

Processes are in place that are designed to assure compliance with the requirements specified in the DCD and the COLs, including inspections by Southern Nuclear and the NRC that occur throughout construction. As a result of such compliance processes, certain license amendment requests have been filed and approved or are pending before the NRC. Various design and other licensing-based compliance issues may arise as construction proceeds, which may result in additional license amendments or require other resolution. If any license amendment requests or other licensing-based compliance issues are not resolved in a timely manner, there may be delays in the project schedule that could result in increased costs either to the Vogtle Owners or the Contractor or to both.

As construction continues, the risk remains that challenges with Contractor performance including fabrication, assembly, delivery, and installation of the shield building and structural modules, delays in the receipt of the remaining permits necessary for the operation of Plant Vogtle Units 3 and 4, or other issues could arise and may further impact project schedule and cost. In addition, the IRS allocated production tax credits to each of Plant Vogtle Units 3 and 4, which require the applicable unit to be placed in service before 2021.

Future claims by the Contractor or Georgia Power (on behalf of the Vogtle Owners) could arise throughout construction. These claims may be resolved through formal and informal dispute resolution procedures under the Vogtle 3 and 4 Agreement and, under the enhanced dispute resolution procedures, may be resolved through litigation after the completion of nuclear fuel load for both units.

The ultimate outcome of these matters cannot be determined at this time.

Gulf Power

Retail Base Rate Case

In 2013, the Florida PSC voted to approve a settlement agreement among Gulf Power and all of the intervenors to Gulf Power's retail base rate case (Gulf Power Settlement Agreement). Under the terms of the Gulf Power Settlement

Agreement, Gulf Power (1) increased base rates approximately \$35 million annually effective January 2014 and subsequently increased base rates approximately \$20 million annually effective January 2015; (2) continued its current authorized retail ROE midpoint (10.25%) and range (9.25% – 11.25%); and (3) is accruing a return similar to AFUDC on certain transmission system upgrades placed into service after January 2014 until Gulf Power's next base rate adjustment date or January 1, 2017, whichever comes first.

The Gulf Power Settlement Agreement also includes a self-executing adjustment mechanism that will increase the authorized retail ROE midpoint and range by 25 basis points in the event the 30-year treasury yield rate increases by an average of at least 75 basis points above 3.7947% for a consecutive six-month period.

II-91

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

The Gulf Power Settlement Agreement also provides that Gulf Power may reduce depreciation expense and record a regulatory asset that will be included as an offset to the other cost of removal regulatory liability in an aggregate amount up to \$62.5 million between January 2014 and June 2017. In any given month, such depreciation expense reduction may not exceed the amount necessary for the retail ROE, as reported to the Florida PSC monthly, to reach the midpoint of the authorized retail ROE range then in effect. Recovery of the regulatory asset will occur over a period to be determined by the Florida PSC in Gulf Power's next base rate case or next depreciation and dismantlement study proceeding, whichever comes first. For 2015 and 2014, Gulf Power recognized reductions in depreciation expense of \$20.1 million and \$8.4 million, respectively.

Pursuant to the Gulf Power Settlement Agreement, Gulf Power may not request an increase in its retail base rates to be effective until after June 2017, unless Gulf Power's actual retail ROE falls below the authorized ROE range.

Integrated Coal Gasification Combined Cycle

Kemper IGCC Overview

Construction of Mississippi Power's Kemper IGCC is nearing completion and start-up activities will continue until the Kemper IGCC is placed in service. The Kemper IGCC will utilize an IGCC technology with an output capacity of 582 MWs. The Kemper IGCC will be fueled by locally mined lignite (an abundant, lower heating value coal) from a mine owned by Mississippi Power and situated adjacent to the Kemper IGCC. The mine, operated by North American Coal Corporation, started commercial operation in 2013. In connection with the Kemper IGCC, Mississippi Power constructed and plans to operate approximately 61 miles of CO₂ pipeline infrastructure for the planned transport of captured CO₂ for use in enhanced oil recovery.

Kemper IGCC Schedule and Cost Estimate

In 2012, the Mississippi PSC issued the 2012 MPSC CPCN Order, a detailed order confirming the CPCN originally approved by the Mississippi PSC in 2010 authorizing the acquisition, construction, and operation of the Kemper IGCC. The certificated cost estimate of the Kemper IGCC included in the 2012 MPSC CPCN Order was \$2.4 billion, net of \$245 million of grants awarded to the Kemper IGCC project by the DOE under the Clean Coal Power Initiative Round 2 (DOE Grants) and excluding the cost of the lignite mine and equipment, the cost of the CO₂ pipeline facilities, and AFUDC related to the Kemper IGCC. The 2012 MPSC CPCN Order approved a construction cost cap of up to \$2.88 billion, with recovery of prudently-incurred costs subject to approval by the Mississippi PSC. The Kemper IGCC was originally projected to be placed in service in May 2014. Mississippi Power placed the combined cycle and the associated common facilities portion of the Kemper IGCC in service using natural gas in August 2014 and currently expects to place the remainder of the Kemper IGCC, including the gasifier and the gas clean-up facilities, in service during the third quarter 2016.

Recovery of the costs subject to the cost cap and the cost of the lignite mine and equipment, the cost of the CO₂ pipeline facilities, AFUDC, and certain general exceptions, including change of law, force majeure, and beneficial capital (which exists when Mississippi Power demonstrates that the purpose and effect of the construction cost increase is to produce efficiencies that will result in a neutral or favorable effect on customers relative to the original proposal for the CPCN) (Cost Cap Exceptions) remains subject to review and approval by the Mississippi PSC.

Mississippi Power's Kemper IGCC 2010 project estimate, current cost estimate (which includes the impacts of the Mississippi Supreme Court's (Court) decision), and actual costs incurred as of December 31, 2015, are as follows:

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Cost Category	2010 Project Estimate ^(f) (in billions)	Current Cost Estimate ^(a)	Actual Costs
Plant Subject to Cost Cap ^{(b)(g)}	\$2.40	\$5.29	\$4.83
Lignite Mine and Equipment	0.21	0.23	0.23
CO ₂ Pipeline Facilities	0.14	0.11	0.11
AFUDC ^(c)	0.17	0.69	0.59
Combined Cycle and Related Assets Placed in Service – Incremental ^{(d)(g)}	—	0.01	0.01
General Exceptions	0.05	0.10	0.09
Deferred Costs ^{(e)(g)}	—	0.20	0.17
Total Kemper IGCC	\$2.97	\$6.63	\$6.03

(a) Amounts in the Current Cost Estimate reflect estimated costs through August 31, 2016.

The 2012 MPSC CPCN Order approved a construction cost cap of up to \$2.88 billion, net of the DOE Grants and excluding the Cost Cap Exceptions. The Current Cost Estimate and the Actual Costs include non-incremental operating and maintenance costs related to the combined cycle and associated common facilities placed in service

(b) in August 2014 that are subject to the \$2.88 billion cost cap and exclude post-in-service costs for the lignite mine.

See "Rate Recovery of Kemper IGCC Costs – 2013 MPSC Rate Order" herein for additional information. The Current Cost Estimate and the Actual Costs reflect 100% of the costs of the Kemper IGCC. See note (g) for additional information.

Mississippi Power's original estimate included recovery of financing costs during construction rather than the accrual of AFUDC. This approach was not approved by the Mississippi PSC in 2012 as described in "Rate

(c) Recovery of Kemper IGCC Costs." The current estimate reflects the impact of a settlement agreement with the wholesale customers for cost-based rates under FERC's jurisdiction.

Incremental operating and maintenance costs related to the combined cycle and associated common facilities

(d) placed in service in August 2014, net of costs related to energy sales. See "Rate Recovery of Kemper IGCC Costs – 2013 MPSC Rate Order" herein for additional information.

(e) The 2012 MPSC CPCN Order approved deferral of non-capital Kemper IGCC-related costs during construction as described in "Rate Recovery of Kemper IGCC Costs – Regulatory Assets and Liabilities" herein.

(f) The 2010 Project Estimate is the certificated cost estimate adjusted to include the certificated estimate for the CO₂ pipeline facilities which was approved in 2011 by the Mississippi PSC.

(g) Beginning in the third quarter 2015, certain costs, including debt carrying costs (associated with assets placed in service and other non-CWIP accounts), that previously were deferred as regulatory assets are now being recognized through income; however, such costs continue to be included in the Current Cost Estimate and the Actual Costs at December 31, 2015.

Of the total costs, including post-in-service costs for the lignite mine, incurred as of December 31, 2015, \$3.47 billion was included in property, plant, and equipment (which is net of the DOE Grants and estimated probable losses of \$2.41 billion), \$2 million in other property and investments, \$69 million in fossil fuel stock, \$45 million in materials and supplies, \$21 million in other regulatory assets, current, \$195 million in other regulatory assets, deferred, and \$11 million in other deferred charges and assets in the balance sheet.

Mississippi Power does not intend to seek rate recovery for any costs related to the construction of the Kemper IGCC that exceed the \$2.88 billion cost cap, net of the DOE Grants and excluding the Cost Cap Exceptions. Southern Company recorded pre-tax charges to income for revisions to the cost estimate above the cost cap of \$365 million (\$226 million after tax), \$868 million (\$536 million after tax), and \$1.2 billion (\$729 million after tax) in 2015, 2014, and 2013, respectively. The increases to the cost estimate in 2015 primarily reflect costs for the extension of the

Kemper IGCC's projected in-service date through August 31, 2016, increased efforts related to scope modifications, additional labor costs in support of start-up and operational readiness activities, and system repairs and modifications after startup testing and commissioning activities identified necessary remediation of equipment installation, fabrication, and design issues, including the refractory lining inside the gasifiers; the lignite feed and dryer systems; and the syngas cooler vessels. Any extension of the in-service date beyond August 31, 2016 is currently estimated to result in additional base costs of approximately \$25 million to \$35 million per month, which includes maintaining necessary levels of start-up labor, materials, and fuel, as well as operational resources required to execute start-up and commissioning activities. However, additional costs may be required for remediation of any further equipment and/or design issues identified. Any extension of the in-service date with respect to the Kemper IGCC beyond August 31, 2016 would also increase costs for the Cost Cap Exceptions, which are not subject to the \$2.88 billion cost cap established by the Mississippi PSC. These costs include AFUDC, which is currently estimated to total approximately \$13 million per month, as well as carrying costs and operating expenses on Kemper IGCC assets placed in service and consulting and legal fees of approximately \$2 million per month. For additional information, see "2015 Rate Case" herein.

II-93

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Mississippi Power's analysis of the time needed to complete the start-up and commissioning activities for the Kemper IGCC will continue until the remaining Kemper IGCC assets are placed in service. Further cost increases and/or extensions of the in-service date with respect to the Kemper IGCC may result from factors including, but not limited to, labor costs and productivity, adverse weather conditions, shortages and inconsistent quality of equipment, materials, and labor, contractor or supplier delay, non-performance under operating or other agreements, operational readiness, including specialized operator training and required site safety programs, unforeseen engineering or design problems, start-up activities for this first-of-a-kind technology (including major equipment failure and system integration), and/or operational performance (including additional costs to satisfy any operational parameters ultimately adopted by the Mississippi PSC). In subsequent periods, any further changes in the estimated costs to complete construction and start-up of the Kemper IGCC subject to the \$2.88 billion cost cap, net of the DOE Grants and excluding the Cost Cap Exceptions, will be reflected in Southern Company's statements of income and these changes could be material.

Rate Recovery of Kemper IGCC Costs

The ultimate outcome of the rate recovery matters discussed herein, including the resolution of legal challenges, determinations of prudence, and the specific manner of recovery of prudently-incurred costs, cannot be determined at this time, but could have a material impact on the Company's results of operations, financial condition, and liquidity.

2012 MPSC CPCN Order

The 2012 MPSC CPCN Order included provisions relating to both Mississippi Power's recovery of financing costs during the course of construction of the Kemper IGCC and Mississippi Power's recovery of costs following the date the Kemper IGCC is placed in service. With respect to recovery of costs following the in-service date of the Kemper IGCC, the 2012 MPSC CPCN Order provided for the establishment of operational cost and revenue parameters based upon assumptions in Mississippi Power's petition for the CPCN. Mississippi Power expects the Mississippi PSC to apply operational parameters in connection with future proceedings related to the operation of the Kemper IGCC. To the extent the Mississippi PSC determines the Kemper IGCC does not meet the operational parameters ultimately adopted by the Mississippi PSC or Mississippi Power incurs additional costs to satisfy such parameters, there could be a material adverse impact on the financial statements.

2013 MPSC Rate Order

In January 2013, Mississippi Power entered into a settlement agreement with the Mississippi PSC that was intended to establish the process for resolving matters regarding cost recovery related to the Kemper IGCC (2013 Settlement Agreement). Under the 2013 Settlement Agreement, Mississippi Power agreed to limit the portion of prudently-incurred Kemper IGCC costs to be included in retail rate base to the \$2.4 billion certificated cost estimate, plus the Cost Cap Exceptions, but excluding AFUDC, and any other costs permitted or determined to be excluded from the \$2.88 billion cost cap by the Mississippi PSC. In March 2013, the Mississippi PSC issued a rate order approving retail rate increases of 15% effective March 19, 2013 and 3% effective January 1, 2014, which collectively were designed to collect \$156 million annually beginning in 2014 (2013 MPSC Rate Order) to be used to mitigate customer rate impacts after the Kemper IGCC is placed in service.

Because the 2013 MPSC Rate Order did not provide for the inclusion of CWIP in rate base as permitted by the Baseload Act, Mississippi Power continues to record AFUDC on the Kemper IGCC. Mississippi Power will not record AFUDC on any additional costs of the Kemper IGCC that exceed the \$2.88 billion cost cap, except for Cost Cap Exception amounts.

On February 12, 2015, the Court issued its decision in the legal challenge to the 2013 MPSC Rate Order. The Court reversed the 2013 MPSC Rate Order based on, among other things, its findings that (1) the Mirror CWIP rate treatment was not provided for under the Baseload Act and (2) the Mississippi PSC should have determined the prudence of Kemper IGCC costs before approving rate recovery through the 2013 MPSC Rate Order. The Court also found the 2013 Settlement Agreement unenforceable due to a lack of public notice for the related proceedings. On July 7, 2015, the Mississippi PSC ordered that the Mirror CWIP rate be terminated effective July 20, 2015 and

required the fourth quarter 2015 refund of the \$342 million collected under the 2013 MPSC Rate Order, along with associated carrying costs of \$29 million. The Court's decision did not impact the 2012 MPSC CPCN Order or the February 2013 legislation discussed below.

2015 Rate Case

As a result of the 2015 Court decision, on July 10, 2015, Mississippi Power filed a supplemental filing including a request for interim rates (Supplemental Notice) with the Mississippi PSC which presented an alternative rate proposal (In-Service Asset Proposal) for consideration by the Mississippi PSC. The In-Service Asset Proposal was based upon the test period of June 2015 to May 2016, was designed to recover Mississippi Power's costs associated with the Kemper IGCC assets that are commercially operational and currently providing service to customers (the transmission facilities, combined cycle, natural gas pipeline, and

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

water pipeline) and other related costs, and was designed to collect approximately \$159 million annually. On August 13, 2015, the Mississippi PSC approved the implementation of interim rates that became effective with the first billing cycle in September, subject to refund and certain other conditions.

On December 3, 2015, the Mississippi PSC issued an order (In-Service Asset Rate Order) adopting in full a stipulation (the 2015 Stipulation) entered into between Mississippi Power and the MPUS regarding the In-Service Asset Proposal. Consistent with the 2015 Stipulation, the In-Service Asset Rate Order provides for retail rate recovery of an annual revenue requirement of approximately \$126 million, based on Mississippi Power's actual average capital structure, with a maximum common equity percentage of 49.733%, a 9.225% return on common equity, and actual embedded interest costs during the test period. The In-Service Asset Rate Order also includes a prudence finding of all costs in the stipulated revenue requirement calculation for the in-service assets. The stipulated revenue requirement excludes the costs of the Kemper IGCC related to the 15% undivided interest that was previously projected to be purchased by SMEPA. See "Termination of Proposed Sale of Undivided Interest to SMEPA" herein for additional information.

With implementation of the new rate on December 17, 2015, the interim rates were terminated and Mississippi Power recorded a customer refund of approximately \$11 million in December 2015 for the difference between the interim rates collected and the permanent rates. The refund is required to be completed by March 16, 2016.

Pursuant to the In-Service Asset Rate Order, Mississippi Power is required to file a subsequent rate request within 18 months. As part of the filing, Mississippi Power expects to request recovery of certain costs that the Mississippi PSC had excluded from the revenue requirement calculation.

On February 25, 2016, Greenleaf CO2 Solutions, LLC filed a notice of appeal of the In-Service Asset Rate Order with the Court. Mississippi Power believes the appeal has no merit; however, an adverse outcome in this appeal could have a material impact on Southern Company's results of operations. The ultimate outcome of this matter cannot be determined at this time.

Legislation to authorize a multi-year rate plan and legislation to provide for alternate financing through securitization of up to \$1.0 billion of prudently-incurred costs was enacted into law in 2013. Mississippi Power expects to securitize prudently-incurred qualifying facility costs in excess of the certificated cost estimate of \$2.4 billion. Qualifying facility costs include, but are not limited to, pre-construction costs, construction costs, regulatory costs, and accrued AFUDC. The Court's decision regarding the 2013 MPSC Rate Order did not impact Mississippi Power's ability to utilize alternate financing through securitization or the February 2013 legislation.

Mississippi Power expects to seek additional rate relief to address recovery of the remaining Kemper IGCC assets. In addition to current estimated costs at December 31, 2015 of \$6.63 billion, Mississippi Power anticipates that it will incur additional costs after the Kemper IGCC in-service date until the Kemper IGCC cost recovery approach is finalized. These costs include, but are not limited to, regulatory costs and additional carrying costs which could be material. Recovery of these costs would be subject to approval by the Mississippi PSC.

Mississippi Power expects the Kemper IGCC to qualify for additional DOE grants included in the recently passed Consolidated Appropriations Act of 2015, which are expected to be used to reduce future rate impacts for customers. The ultimate outcome of this matter cannot be determined at this time.

Regulatory Assets and Liabilities

Consistent with the treatment of non-capital costs incurred during the pre-construction period, the Mississippi PSC issued an accounting order in 2011 granting Mississippi Power the authority to defer all non-capital Kemper IGCC-related costs to a regulatory asset through the in-service date, subject to review of such costs by the Mississippi PSC. Such costs include, but are not limited to, carrying costs on Kemper IGCC assets currently placed in service, costs associated with Mississippi PSC and MPUS consultants, prudence costs, legal fees, and operating expenses associated with assets placed in service.

In August 2014, Mississippi Power requested confirmation by the Mississippi PSC of Mississippi Power's authority to defer all operating expenses associated with the operation of the combined cycle subject to review of such costs by the

Mississippi PSC. In addition, Mississippi Power is authorized to accrue carrying costs on the unamortized balance of such regulatory assets at a rate and in a manner to be determined by the Mississippi PSC in future cost recovery mechanism proceedings. Beginning in the third quarter 2015, in connection with the implementation of interim rates, Mississippi Power began expensing certain ongoing project costs and certain debt carrying costs (associated with assets placed in service and other non-CWIP accounts) that previously were deferred as regulatory assets and began amortizing certain regulatory assets associated with assets placed in service and consulting and legal fees. The amortization periods for these regulatory assets vary from two years to 10 years as set forth in the In-Service Asset Rate Order. As of December 31, 2015, the balance associated with these regulatory assets was \$120 million. Other regulatory assets associated with the remainder of the Kemper IGCC totaled \$96 million as of December 31, 2015. The

II-95

Table of Contents

Index to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

amortization period for these assets is expected to be determined by the Mississippi PSC in future rate proceedings following completion of construction and start-up of the Kemper IGCC and related prudence reviews.

See "2013 MPSC Rate Order" herein for information related to the July 7, 2015 Mississippi PSC order terminating the Mirror CWIP rate and requiring refund of collections under Mirror CWIP.

The In-Service Asset Rate Order requires Mississippi Power to submit an annual true-up calculation of its actual cost of capital, compared to the stipulated total cost of capital, with the first occurring as of May 31, 2016. As of December 31, 2015, Mississippi Power recorded a related regulatory liability of approximately \$2 million. See "2015 Rate Case" herein for additional information.

Lignite Mine and CO₂ Pipeline Facilities

In conjunction with the Kemper IGCC, Mississippi Power will own the lignite mine and equipment and has acquired and will continue to acquire mineral reserves located around the Kemper IGCC site. The mine started commercial operation in June 2013.

In 2010, Mississippi Power executed a 40-year management fee contract with Liberty Fuels Company, LLC (Liberty Fuels), a wholly-owned subsidiary of The North American Coal Corporation, which developed, constructed, and is operating and managing the mining operations. The contract with Liberty Fuels is effective through the end of the mine reclamation. As the mining permit holder, Liberty Fuels has a legal obligation to perform mine reclamation and Mississippi Power has a contractual obligation to fund all reclamation activities. In addition to the obligation to fund the reclamation activities, Mississippi Power currently provides working capital support to Liberty Fuels through cash advances for capital purchases, payroll, and other operating expenses.

In addition, Mississippi Power has constructed and will operate the CO₂ pipeline for the planned transport of captured CO₂ for use in enhanced oil recovery. Mississippi Power has entered into agreements with Denbury Onshore (Denbury), a subsidiary of Denbury Resources Inc., and Treetop Midstream Services, LLC (Treetop), an affiliate of Tellus Operating Group, LLC and a subsidiary of Tengrys, LLC, pursuant to which Denbury will purchase 70% of the CO₂ captured from the Kemper IGCC and Treetop will purchase 30% of the CO₂ captured from the Kemper IGCC. The agreements with Denbury and Treetop provide Denbury and Treetop with termination rights as Mississippi Power has not satisfied its contractual obligation to deliver captured CO₂ by May 11, 2015. Since May 11, 2015, Mississippi Power has been engaged in ongoing discussions with its off-takers regarding the status of the CO₂ delivery schedule as well as other issues related to the CO₂ agreements. As a result of discussions with Treetop, on August 3, 2015, Mississippi Power agreed to amend certain provisions of their agreement that do not affect pricing or minimum purchase quantities. Potential requirements imposed on CO₂ off-takers under the Clean Power Plan (if ultimately enacted in its current form, pending resolution of litigation) and the potential adverse financial impact of low oil prices on the off-takers increase the risk that the CO₂ contracts may be terminated or materially modified. Any termination or material modification of these agreements is not expected to have a material impact on Southern Company's revenues. Additionally, if the contracts remain in place, sustained oil price reductions could result in significantly lower revenues than Mississippi Power forecasted to be available to offset customer rate impacts.

The ultimate outcome of these matters cannot be determined at this time.

Termination of Proposed Sale of Undivided Interest to SMEPA

In 2010 and as amended in 2012, Mississippi Power and SMEPA entered into an agreement whereby SMEPA agreed to purchase a 15% undivided interest in the Kemper IGCC. On May 20, 2015, SMEPA notified Mississippi Power that it was terminating the agreement. Mississippi Power had previously received a total of \$275 million of deposits from SMEPA that were returned to SMEPA, with interest of approximately \$26 million, on June 3, 2015, as a result of the termination by Southern Company, pursuant to its guarantee obligation. Subsequently, Mississippi Power issued a promissory note in the aggregate principal amount of approximately \$301 million to Southern Company, which matures December 1, 2017.

The In-Service Asset Proposal and the related rates approved by the Mississippi PSC excluded any costs associated with the 15% undivided interest. Mississippi Power continues to evaluate its alternatives with respect to its investment

and the related costs associated with the 15% undivided interest.

Bonus Depreciation

On December 18, 2015, the Protecting Americans from Tax Hikes (PATH) Act was signed into law. Bonus depreciation was extended for qualified property placed in service over the next five years. The PATH Act allows for 50% bonus depreciation for 2015, 2016, and 2017; 40% bonus depreciation for 2018; and 30% bonus depreciation for 2019 and certain long-lived assets placed in service in 2020. The extension of 50% bonus depreciation is expected to result in approximately \$3 million of positive cash flows related to the combined cycle and associated common facilities portion of the Kemper IGCC for the 2015 tax year and approximately \$360 million for the 2016 tax year, which may not all be realized in 2016 due to a projected NOL on the

II-96

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

Company's 2016 income tax return, and is dependent upon placing the remainder of the Kemper IGCC in service in 2016. See "Kemper IGCC Schedule and Cost Estimate" herein for additional information. The ultimate outcome of this matter cannot be determined at this time.

Investment Tax Credits

The IRS allocated \$279 million (Phase II) of Internal Revenue Code Section 48A tax credits to Mississippi Power in connection with the Kemper IGCC. These tax credits were dependent upon meeting the IRS certification requirements, including an in-service date no later than April 19, 2016 and the capture and sequestration (via enhanced oil recovery) of at least 65% of the CO₂ produced by the Kemper IGCC during operations in accordance with the Internal Revenue Code. As a result of the schedule extension for the Kemper IGCC, the Phase II tax credits have been recaptured.

Section 174 Research and Experimental Deduction

Southern Company reflected deductions for research and experimental (R&E) expenditures related to the Kemper IGCC in its federal income tax calculations for 2013, 2014, and 2015. In May 2015, Southern Company amended its 2008 through 2013 federal income tax returns to include deductions for Kemper IGCC-related R&E expenditures. Due to the uncertainty related to this tax position, Southern Company had unrecognized tax benefits associated with these R&E deductions totaling approximately \$423 million as of December 31, 2015. See "Bonus Depreciation" herein and Note 5 under "Unrecognized Tax Benefits" for additional information. The ultimate outcome of this matter cannot be determined at this time.

4. JOINT OWNERSHIP AGREEMENTS

Alabama Power owns an undivided interest in Units 1 and 2 at Plant Miller and related facilities jointly with PowerSouth Energy Cooperative, Inc. Georgia Power owns undivided interests in Plants Vogtle, Hatch, Wansley, and Scherer in varying amounts jointly with one or more of the following entities: OPC, MEAG Power, the City of Dalton, Georgia, Florida Power & Light Company, and Jacksonville Electric Authority. In addition, Georgia Power has joint ownership agreements with OPC for the Rocky Mountain facilities and with Duke Energy Florida, Inc. for a combustion turbine unit at Intercession City, Florida. Subsequent to December 31, 2015, Georgia Power exercised its contractual option to sell its ownership interest to Duke Energy Florida, Inc. contingent on regulatory approvals. Southern Power owns an undivided interest in Plant Stanton Unit A and related facilities jointly with the Orlando Utilities Commission, Kissimmee Utility Authority, and Florida Municipal Power Agency.

At December 31, 2015, Alabama Power's, Georgia Power's, and Southern Power's percentage ownership and investment (exclusive of nuclear fuel) in jointly-owned facilities in commercial operation with the above entities were as follows:

Facility (Type)	Percent Ownership		Plant in Service (in millions)	Accumulated Depreciation	CWIP
Plant Vogtle (nuclear) Units 1 and 2	45.7	%	\$3,503	\$2,084	\$63
Plant Hatch (nuclear)	50.1		1,230	568	90
Plant Miller (coal) Units 1 and 2	91.8		1,518	587	63
Plant Scherer (coal) Units 1 and 2	8.4		260	86	1
Plant Wansley (coal)	53.5		915	290	13
Rocky Mountain (pumped storage)	25.4		181	125	—
Intercession City (combustion turbine)	33.3		13	4	—
Plant Stanton (combined cycle) Unit A	65.0		157	53	—

Georgia Power also owns 45.7% of Plant Vogtle Units 3 and 4 that are currently under construction. See Note 3 under "Retail Regulatory Matters – Georgia Power – Nuclear Construction" for additional information.

Alabama Power and Georgia Power have contracted to operate and maintain their jointly-owned facilities, except for Rocky Mountain and Intercession City, as agents for their respective co-owners. Southern Power has a service

agreement with SCS whereby SCS is responsible for the operation and maintenance of Plant Stanton Unit A. The companies' proportionate share of their plant operating expenses is included in the corresponding operating expenses in the statements of income and each company is responsible for providing its own financing.

II-97

Table of ContentsIndex to Financial Statements

NOTES (continued)

Southern Company and Subsidiary Companies 2015 Annual Report

5. INCOME TAXES

Southern Company files a consolidated federal income tax return and various state income tax returns, some of which are combined or unitary. Under a joint consolidated income tax allocation agreement, each Southern Company subsidiary's current and deferred tax expense is computed on a stand-alone basis and no subsidiary is allocated more current expense than would be paid if it filed a separate income tax return. In accordance with IRS regulations, each company is jointly and severally liable for the federal tax liability.

Current and Deferred Income Taxes

Details of income tax provisions are as follows:

	2015 (in millions)	2014	2013
Federal —			
Current	\$(177)	\$175	\$363
Deferred	1,266	695	386
	1,089	870	749
State —			
Current			