

WHEREAS, an action is pending before this Court entitled *Monroe County Employees' Retirement System, et al. v. The Southern Company, et al.*, Case No. 1:17-cv-00241-WMR (N.D. Ga.) (the "Litigation");

WHEREAS, the parties having made application, pursuant to Federal Rule of Civil Procedure 23(e), for an order preliminarily approving the Settlement of this Litigation, in accordance with a Stipulation of Settlement dated September 8, 2020 (the "Stipulation"), which, together with the Exhibits annexed thereto, sets forth the terms and conditions for a proposed Settlement of the Litigation and for dismissal of the Litigation with prejudice upon the terms and conditions set forth therein; and the Court having read and considered the Stipulation and the Exhibits annexed thereto;

WHEREAS, the Court preliminarily finds that:

(a) the Settlement resulted from informed, extensive arm's-length negotiations between experienced counsel following mediation under the direction of an experienced mediator, David M. Murphy of Phillips ADR;

(b) the proposed Settlement eliminates risks to the Settling Parties of continued litigation;

(c) the Settlement does not provide undue preferential treatment to Plaintiffs or to segments of the Class;

(d) the Settlement does not provide excessive compensation to counsel for Plaintiffs; and

(e) the Settlement appears to fall within the range of possible approval and is therefore sufficiently fair, reasonable, and adequate to warrant providing notice of the Settlement to the Class; and

WHEREAS, unless otherwise defined, all capitalized terms used herein have the same meanings as set forth in the Stipulation.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Court hereby preliminarily approves the Settlement set forth in the Stipulation, subject to further consideration at the Settlement Hearing described below.

2. The Court preliminarily finds that the proposed Settlement should be approved as: (i) the result of serious, extensive arm's-length and non-collusive negotiations; (ii) falling within a range of reasonableness warranting final approval; (iii) having no obvious deficiencies; and (iv) warranting notice of the proposed Settlement to Class Members and further consideration of the Settlement at the Settlement Hearing described below.

3. A hearing (the "Settlement Hearing") shall be held before this Court on January 14, 2021, at 9:30 a.m., at the United States District Court for the Northern

District of Georgia, Richard B. Russell Federal Building, 75 Ted Turner Drive, SW, Atlanta, GA 30303, to determine: (a) whether the proposed Settlement of the Litigation on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Class and should be approved by the Court; (b) whether a Judgment, as provided in ¶1.12 of the Stipulation, should be entered; (c) whether the proposed Plan of Allocation is fair, reasonable, and adequate and should be approved; (d) the amount of fees and expenses that should be awarded to Lead Counsel; and (e) any such other matters as the Court may deem appropriate. The Court may adjourn the Settlement Hearing or decide to hold the Settlement Hearing by video or telephonically without further notice to the Members of the Class, and may approve the proposed Settlement with such modifications as the Settling Parties may agree to, if appropriate, without further notice to the Class.

4. The Court approves, as to form and content, the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”), the Proof of Claim and Release form (the “Proof of Claim”), and Summary Notice of Proposed Settlement of Class Action (the “Summary Notice”) annexed hereto as Exhibits 1, 2, and 3, respectively, and finds that the mailing and distribution of the Notice and publishing of the Summary Notice, substantially in the manner and form set forth in ¶6 of this Order, meet the requirements of Federal Rule of Civil Procedure 23 and due process, and is

the best notice practicable under the circumstances and shall constitute due and sufficient notice to all Persons entitled thereto.

5. It is solely Lead Counsel's responsibility to disseminate the Notice and Summary Notice to the Class. All fees, costs, and expenses incurred in identifying and notifying potential Class Members shall be paid from the Settlement Fund as set forth in the Stipulation, and in no event shall any of the Released Persons bear any responsibility for such fees, costs, or expenses. Notwithstanding the foregoing, Southern Company shall be responsible for the costs and expenses of providing to Lead Counsel and/or the Claims Administrator (defined below) pertinent and reasonably available transfer records for purposes of mailing notice to the Class pursuant to ¶3.2 of the Stipulation.

6. The firm of Gilardi & Co. LLC ("Claims Administrator") is hereby appointed to supervise and administer the notice procedure as well as the processing of claims as more fully set forth below:

(a) Southern Company shall provide to the Claims Administrator, at no cost to Plaintiffs or the Class, within ten (10) calendar days after the Court signs this Order, reasonably available transfer records in electronic searchable form, such as Excel, containing the names and addresses of Persons who purchased or otherwise acquired Southern Company common stock during the Class Period;

(b) Not later than October 21, 2020 (the “Notice Date”), the Claims Administrator shall commence mailing the Notice and Proof of Claim, substantially in the forms annexed hereto, by First-Class Mail to all potential Class Members who can be identified with reasonable effort and post the Notice and Proof of Claim on its website at www.SouthernCompanySecuritiesSettlement.com;

(c) Not later than October 28, 2020, the Claims Administrator shall cause the Summary Notice to be published once in the national edition of *The Wall Street Journal* and once over a national newswire service (and shall provide Defendants’ Counsel copies of the as-published Summary Notice at the time of each publication); and

(d) At least seven (7) calendar days prior to the Settlement Hearing, Lead Counsel shall serve on Defendants’ Counsel and file with the Court proof, by affidavit or declaration, of such mailing and publishing.

7. Nominees who purchased or acquired Southern Company common stock during the Class Period for the beneficial ownership of potential Class Members shall send the Notice and the Proof of Claim to all such beneficial owners of Southern Company common stock within ten (10) calendar days after receipt thereof, or send a list of the names and addresses of such beneficial owners to the Claims Administrator within ten (10) calendar days of receipt thereof, in which event the Claims

Administrator shall promptly mail the Notice and Proof of Claim to such beneficial owners. Lead Counsel shall, if requested, reimburse banks, brokerage houses, or other nominees solely for their reasonable out-of-pocket expenses incurred in providing notice to beneficial owners who are potential Class Members out of the Settlement Fund, which expenses would not have been incurred except for the sending of such notice, subject to further order of this Court with respect to any dispute concerning such compensation.

8. Class Members shall be bound by all determinations and judgments in the Litigation concerning the Settlement, including, but not limited to, the releases provided for therein, whether favorable or unfavorable to the Class, whether or not such Class Members submit Proofs of Claim or otherwise seek or obtain by any means any distribution from the Settlement Fund.

9. Class Members who wish to participate in the Settlement shall complete and submit Proofs of Claim in accordance with the instructions contained therein. Unless the Court orders otherwise, all Proofs of Claim must be postmarked or submitted electronically no later than February 18, 2021. Any Class Member who does not timely submit a Proof of Claim within the time provided for, shall be barred from sharing in the distribution of the proceeds of the Net Settlement Fund, unless otherwise ordered by the Court, but will in all other respects be subject to and bound

by the provisions of the Stipulation and the Judgment, if entered. Notwithstanding the foregoing, Lead Counsel may, in its discretion, accept late-submitted claims for processing by the Claims Administrator so long as distribution of the Net Settlement Fund to Authorized Claimants is not materially delayed thereby.

10. Any Class Member may enter an appearance in the Litigation, at his, her, or its own expense, individually or through counsel of their own choice. Any Class Member who does not enter an appearance will be represented by Lead Counsel.

11. Any Person who purchased or otherwise acquired Southern Company common stock during the Class Period may, upon request, be excluded or “opt out” from the Class. Any such Person must submit to the Claims Administrator a signed request for exclusion (“Request for Exclusion”) such that it is postmarked no later than December 24, 2020. A Request for Exclusion must state: (i) the name, address, and telephone number of the Person requesting exclusion; (ii) a list identifying the number of shares of common stock and date of each purchase or acquisition of Southern Company common shares and the price paid for any purchase or acquisition of Southern Company common shares between April 25, 2012 and October 30, 2013, inclusive; and (iii) that the Person wishes to be excluded from the Class. All Persons who submit valid and timely Requests for Exclusion in the manner set forth in this paragraph and the Notice shall have no rights under the Settlement, shall not share in

the distribution of the Net Settlement Fund, and shall not be bound by the Settlement or any final Judgment. Unless otherwise ordered by the Court, any Person who purchased or otherwise acquired Southern Company common stock during the Class Period who fails to timely request exclusion from the Class in compliance with this paragraph shall be deemed to have waived his, her, or its right to be excluded from the Class, and shall be barred from requesting exclusion from the Class in this or any other proceeding.

12. Lead Counsel or the Claims Administrator shall cause to be provided to Defendants' Counsel copies of all Requests for Exclusion within no later than five (5) calendar days of receipt by the Claims Administrator. Notwithstanding the foregoing, in no event shall Lead Counsel or the Claims Administrator provide timely requests for exclusion to Defendants' Counsel fewer than fourteen (14) calendar days before the Settlement Hearing. Any later-received requests for exclusion shall be provided to Defendants' Counsel by Lead Counsel or the Claims Administrator within one (1) business day of receipt. Lead Counsel shall also provide Defendants' Counsel any written revocation of requests for exclusion promptly upon receipt and as expeditiously as possible.

13. Any Class Member may file a written objection to the proposed Settlement and show cause why the proposed Settlement of the Litigation should or

should not be approved as fair, reasonable, and adequate, why a judgment should or should not be entered thereon, why the Plan of Allocation should or should not be approved, or why attorneys' fees and expenses should or should not be awarded to Lead Counsel, provided, however, that no Class Member or any other Person shall be heard or entitled to contest such matters, unless that Person has delivered by hand or sent by First-Class Mail written objections and copies of any papers and briefs such that they are received, not simply postmarked, on or before December 24, 2020, by Robbins Geller Rudman & Dowd LLP, Ellen Gusikoff Stewart, 655 West Broadway, Suite 1900, San Diego, CA 92101; Jones Day, Michael J. McConnell, 1420 Peachtree Street, N.E., Suite 800, Atlanta, GA 30309, and filed said objections, papers, and briefs with the Clerk of the United States District Court for the Northern District of Georgia, Richard B. Russell Federal Building, 75 Ted Turner Drive, SW, Atlanta, GA 30303, on or before December 24, 2020. Any Class Member who does not make his, her, or its objection in the manner provided herein and in the Notice shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the proposed Settlement as set forth in the Stipulation, to the Plan of Allocation, or to the award of attorneys' fees and expenses to Lead Counsel, unless otherwise ordered by the Court. Attendance at the Settlement Hearing is not necessary. However, Persons wishing to be heard orally in opposition

to approval of the Settlement, the Plan of Allocation, and/or the award of attorneys' fees and expenses to Lead Counsel are required to indicate in their written objection their intention to appear at the Settlement Hearing. Persons who intend to appear and present evidence at the Settlement Hearing must include in their written objections the identity of any witness they may call to testify and exhibits they intend to introduce into evidence at the Settlement Hearing. Class Members do not need to appear at the Settlement Hearing or take any action if they do not oppose any aspect of the Settlement.

14. Any objections, filings, and other submissions by an objecting Class Member must: (i) state the name, address, and telephone number of the Person objecting and must be signed by the objector; (ii) contain a statement of the Class Member's objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the Class Member wishes to bring to the Court's attention and whether the objection applies only to the objector, a specific subset of the Class, or to the entire Class; and (iii) include documents sufficient to prove membership in the Class, including the objecting Class Member's purchases, acquisitions, and sales of Southern Company common stock during the Class Period, including the dates, the number of shares purchased, acquired, or sold, and price paid or received for each such purchase, acquisition, or sale.

15. All funds held by the Escrow Agent shall be deemed and considered to be in *custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as such funds shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

16. All opening briefs and supporting documents in support of the Settlement, the Plan of Allocation, and any application by Lead Counsel for attorneys' fees and expenses shall be filed and served by December 10, 2020. Replies to any objections shall be filed and served by January 7, 2021.

17. Neither the Defendants and their Related Parties nor Defendants' Counsel shall have any responsibility for (i) the Plan of Allocation; or (ii) any application for attorneys' fees or expenses submitted by Lead Counsel, and such matters will be considered separately from the fairness, reasonableness, and adequacy of the Settlement. Any order or proceeding relating to the Plan of Allocation or any application for attorneys' fees or expenses, or any appeal from any order relating thereto or reversal or modification thereof, shall not operate to terminate or cancel the Settlement, or affect or delay the finality of the Judgment and the Settlement of the Litigation.

18. At or after the Settlement Hearing, the Court shall determine whether the Plan of Allocation proposed by Lead Counsel and any application for attorneys' fees or expenses shall be approved.

19. All reasonable expenses incurred in identifying and notifying potential Class Members, as well as administering the Settlement Fund, shall be paid as set forth in the Stipulation. In the event the Settlement is not approved by the Court, or otherwise fails to become effective, neither Plaintiffs nor any of their counsel shall have any obligation to repay any amounts incurred and properly disbursed pursuant to ¶¶2.10 or 2.12 of the Stipulation.

20. Neither the Stipulation, nor any of its terms or provisions, nor any of the negotiations or proceedings connected with it, shall be construed as an admission or concession by Defendants as to the validity of any claims or as to the truth of any of the allegations in the Litigation, or of any liability, fault, or wrongdoing of any kind.

21. The Court reserves the right to adjourn the date of the Settlement Hearing, or hold the Settlement Hearing by video or telephonically, without further notice to Class Members, and retains jurisdiction to consider all further applications arising out of or connected with the proposed Settlement. The Court may approve the Settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the Class.

22. If the Settlement is not approved or consummated for any reason whatsoever, this Order shall be rendered null and void, and be of no further force and effect, except as otherwise provided by the Stipulation. In such event, this Order, the Stipulation, and the Settlement and all proceedings had in connection therewith shall be without prejudice to the rights of the Settling Parties *status quo ante* as of August 15, 2020.

23. Unless otherwise ordered by the Court, all proceedings in the Litigation are stayed, except as may be necessary to implement the Settlement or comply with the terms of the Stipulation or other agreement of the Settling Parties. Pending final determination of whether the proposed Settlement should be approved, neither Plaintiffs nor any Class Member, directly or indirectly, representatively, or in any other capacity, shall commence or prosecute against any of the Defendants, any action or proceeding in any court or tribunal asserting any of the Released Claims.

IT IS SO ORDERED.

DATED: October 1, 2020



THE HONORABLE WILLIAM M. RAY, II
UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

MONROE COUNTY EMPLOYEES') Civil Action No. 1:17-cv-00241-WMR
RETIREMENT SYSTEM and)
ROOFERS LOCAL NO. 149 PENSION) CLASS ACTION
FUND, Individually and on Behalf of)
All Others Similarly Situated,) NOTICE OF PENDENCY AND
) PROPOSED SETTLEMENT OF
Plaintiffs,) CLASS ACTION
)
vs.) EXHIBIT 1
)
THE SOUTHERN COMPANY,)
THOMAS A. FANNING, ART P.)
BEATTIE, EDWARD DAY, VI, G.)
EDISON HOLLAND, JR., JOHN C.)
HUGGINS and THOMAS O.)
ANDERSON,)
)
)
)
Defendants.)
_____)

TO: ALL PERSONS WHO PURCHASED OR OTHERWISE ACQUIRED THE SOUTHERN COMPANY (“SOUTHERN COMPANY” OR THE “COMPANY”) COMMON STOCK BETWEEN APRIL 25, 2012 AND OCTOBER 30, 2013, INCLUSIVE, AND WERE ALLEGEDLY DAMAGED THEREBY

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THIS LITIGATION. PLEASE NOTE THAT IF YOU ARE A CLASS MEMBER, YOU MAY BE ENTITLED TO SHARE IN THE PROCEEDS OF THE SETTLEMENT DESCRIBED IN THIS NOTICE. TO CLAIM YOUR SHARE OF THE SETTLEMENT PROCEEDS, YOU MUST SUBMIT A VALID PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) **POSTMARKED OR SUBMITTED ONLINE ON OR BEFORE FEBRUARY 18, 2021.**

This Notice of Pendency and Proposed Settlement of Class Action (“Notice”)¹ has been sent to you pursuant to Rule 23 of the Federal Rules of Civil Procedure and an order of the United States District Court for the Northern District of Georgia (the “Court”). The purpose of this Notice is to inform you of the pendency of this class action (the “Litigation”) between Plaintiffs Monroe County Employees’ Retirement System and Roofers Local No. 149 Pension Fund and Southern Company, Thomas A. Fanning, Art P. Beattie, Edward Day, VI, G. Edison Holland, Jr., John C. Huggins, and Thomas O. Anderson (“Defendants”) and the proposed \$87,500,000 settlement reached therein (the “Settlement”) and of the hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement as well as Plaintiffs’ Counsel’s application for fees and expenses. This Notice describes what steps you may take in relation to the Settlement and this class action.

This Notice is not intended to be, and should not be construed as, an expression of any opinion by the Court with respect to the truth of the allegations in the Litigation as to any of the Defendants or the merits of the claims or defenses asserted by or against the Defendants. This Notice is solely to advise you of the proposed Settlement of the Litigation and of your rights in connection therewith.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A CLAIM	The only way to be eligible to receive a payment from the Settlement. Proof of Claim forms must be postmarked

¹ All capitalized terms used in this Notice that are not otherwise defined herein shall have the meanings provided in the Stipulation of Settlement dated September 8, 2020 (the “Stipulation”), which is available on the website www.SouthernCompanySecuritiesSettlement.com.

FORM	or submitted online on or before February 18, 2021.
EXCLUDE YOURSELF	Get no payment. This is the only option that <i>potentially</i> allows you to ever be part of any other lawsuit against the Defendants or any other Released Persons about the legal claims being resolved by this Settlement. Should you elect to exclude yourself from the Class you should understand that Defendants and the other Released Defendant Parties will have the right to assert any and all defenses they may have to any claims that you may seek to assert, including, without limitation, the defense that any such claims are untimely under applicable statutes of limitations and statutes of repose. Exclusions must be postmarked on or before December 24, 2020.
OBJECT	Write to the Court about why you do not like the Settlement, the Plan of Allocation, and/or the request for attorneys' fees and expenses. You will still be a Member of the Class. Objections must be received by the Court and counsel on or before December 24, 2020. If you submit a written objection, you may (but do not have to) attend the hearing.
GO TO THE HEARING ON JANUARY 14, 2021	Ask to speak in Court about the fairness of the Settlement. Requests to speak must be received by the Court and counsel on or before December 24, 2020.
DO NOTHING	Receive no payment. You will, however, still be a Member of the Class, which means that you give up your right to ever be part of any other lawsuit against the Defendants or any other Released Defendant Parties about the legal claims being resolved by this Settlement and you will be bound by any judgments or orders entered by the Court in the Litigation.

SUMMARY OF THIS NOTICE

Statement of Class Recovery

Pursuant to the Settlement described herein, an \$87.5 million settlement has been established. Based on Plaintiffs' estimate of the number of Southern Company shares eligible to recover under the Settlement, the average distribution per share under the Plan of Allocation is approximately \$0.19 before deduction of any taxes on the income earned on the Settlement Amount thereof, notice and administration costs, and the attorneys' fees and expenses as determined by the Court. **Class Members should note, however, that these are only estimates.** A Class Member's actual

recovery will be a proportion of the Net Settlement Fund determined by that claimant's claims as compared to the total claims of all Class Members who submit acceptable Proofs of Claim. An individual Class Member may receive more or less than this estimated average amount. *See* Plan of Allocation set forth and discussed at pages ___ below for more information on the calculation of your claim.

Statement of Potential Outcome of Case

The Settling Parties disagree on both liability and damages and do not agree on the amount of damages that would be recoverable if the Class prevailed on each claim alleged. Defendants deny that they are liable to the Class and deny that the Class has suffered any damages. The issues on which the parties disagree are many, but include: (1) whether Defendants engaged in conduct that would give rise to any liability to the Class under the federal securities laws; (2) whether Defendants have valid defenses to any such claims of liability; (3) the appropriate economic model for determining the amount by which the price of Southern Company common stock was allegedly artificially inflated (if at all) during the Class Period; (4) the amount, if any, by which the price of Southern Company common stock was allegedly artificially inflated (if at all) during the Class Period; (5) the effect of various market forces on the price of Southern Company common stock at various times during the Class Period; (6) the extent to which external factors influenced the price of Southern Company common stock at various times during the Class Period; (7) the extent to which the various matters that Plaintiffs alleged were materially false or misleading influenced (if at all) the price of Southern Company common stock at various times during the Class Period; and (8) the extent to which the various allegedly adverse material facts that Plaintiffs alleged were omitted influenced (if at all) the price of Southern Company common stock at various times during the Class Period.

Statement of Attorneys' Fees and Expenses Sought

Since the Litigation's inception, Lead Counsel has expended considerable time and effort in the prosecution of this Litigation on a wholly contingent basis and has advanced the expenses of the Litigation in the expectation that if it was successful in obtaining a recovery for the Class, it would be paid from such recovery. Lead Counsel will apply to the Court for an award of attorneys' fees not to exceed 30% of the Settlement Amount, plus expenses not to exceed \$1,000,000.00, plus interest earned on both amounts at the same rate as earned by the Settlement Fund. If the

amounts requested are approved by the Court, the average cost per Southern Company common stock will be approximately \$0.06.

Further Information

For further information regarding the Litigation, this Notice or to review the Stipulation of Settlement, please contact the Claims Administrator toll-free at 1-866-754-6430, or visit the website www.SouthernCompanySecuritiesSettlement.com.

You may also contact a representative of counsel for the Class: Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900, www.rgrdlaw.com.

Please Do Not Call the Court or Defendants with Questions About the Settlement.

Reasons for the Settlement

Plaintiffs' principal reason for entering into the Settlement is the benefit to the Class now, without further risk or the delays inherent in continued litigation. The cash benefit under the Settlement must be considered against the significant risk that a smaller recovery – or, indeed, no recovery at all – might be achieved after contested motions, trial, and likely appeals, a process that could last several years into the future. For the Defendants, who have denied and continue to deny all allegations of liability, fault, or wrongdoing whatsoever, the principal reason for entering into the Settlement is to eliminate the uncertainty, risk, costs, and burdens inherent in any litigation, especially in complex cases such as this Litigation. Defendants have concluded that further conduct of this Litigation could be protracted and distracting.

BASIC INFORMATION

1. Why did I get this Notice package?
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This Notice was sent to you pursuant to an Order of a U.S. District Court because you or someone in your family or an investment account for which you serve as custodian may have purchased or otherwise acquired Southern Company common stock during the period between April 25, 2012 and October 30, 2013, inclusive (the "Class Period").

This Notice explains the class action lawsuit, the Settlement, Class Members' legal rights in connection with the Settlement, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the Litigation is the United States District Court for the Northern District of Georgia, and the case is known as *Monroe County Employees' Retirement System, et al. v. The Southern Company, et al.*, No. 1:17-cv-00241-WMR. The case has been assigned to the Honorable William M. Ray, II. The entities representing the Class are the "Plaintiffs," and the Company and individuals the Plaintiffs sued and who have now settled are called the Defendants.

2. What is this lawsuit about?

Plaintiffs' Consolidated Complaint for Violation of the Federal Securities Laws (the "Complaint"), filed on June 12, 2017, alleges that Defendants violated §§10(b) and 20(a) of the Securities Exchange Act of 1934. More specifically, Plaintiffs allege that throughout the Class Period (between April 25, 2012 and October 30, 2013, inclusive), Defendants allegedly made materially false and misleading statements and/or failed to disclose adverse information regarding the progress of a clean coal power plant in Kemper County, Mississippi (the "Kemper Plant"), which, according to the Complaint, caused the price of Southern Company common stock to trade at artificially inflated prices, until the market learned of the alleged false and misleading statements or omissions, and the Company's stock price declined. Defendants deny each and all of Plaintiffs' allegations. Defendants contend that they did not make any false or misleading statements and that they disclosed all information required to be disclosed by the federal securities laws.

On July 27, 2017, Defendants moved to dismiss the Complaint. Plaintiffs opposed the motion on September 11, 2017, and Defendants filed their reply on October 11, 2017. On March 29, 2018, the Court granted in part, and denied in part, Defendants' motion to dismiss.

On April 26, 2018, Defendants moved for reconsideration of the Court's March 29, 2018 Order on the motion to dismiss and on May 23, 2018, moved the Court for an order seeking leave to file an immediate appeal to the Eleventh Circuit in the event the Court denied Defendants' motion for reconsideration. Plaintiffs opposed both motions. On July 31, 2018, the Court heard oral argument on Defendants' motions, and on August 10, 2018, the Court denied both motions in their entirety.

On September 24, 2018, Plaintiffs filed their motion to certify the class. Defendants opposed the motion, and moved to exclude Plaintiffs' expert's opinions in support of the motion. Plaintiffs opposed Defendants' motion to exclude, and moved to exclude Defendants' expert's opinions submitted in opposition to the class certification motion. Reply briefs were filed to each motion, and on May 21 and 22, 2019, the Court held an evidentiary hearing on the motions. On June 12, 2019, the Court denied the motions to exclude the experts' opinions, and on August 22, 2019, granted Plaintiffs' motion for class certification. Defendants filed a Rule 23(f) petition to the Eleventh Circuit on September 5, 2019, which was opposed by Plaintiffs on September 16, 2019. On August 28, 2020, the Eleventh Circuit granted the Settling Parties' joint motion to hold Defendants' petition in abeyance pending finalization of the Settlement.

In December 2019, the Settling Parties requested that the Court stay the case through March 2020 to permit mediation efforts, which request was granted. On February 20, 2020, the Settling Parties attended an in-person mediation with David M. Murphy, Esq. of Phillips ADR. In advance of the mediation, the Settling Parties exchanged and provided to Mr. Murphy detailed mediation statements and replies, which addressed the strengths and weaknesses of each side's case. Although the Settling Parties negotiated in good faith, no settlement was reached, and litigation efforts continued. While litigation was ongoing, the Settling Parties continued settlement discussions through Mr. Murphy. On August 15, 2020, the Settling Parties reached an agreement-in-principle to resolve the Litigation, and executed a Term Sheet memorializing their agreement. The agreement included, among other things, the Settling Parties' agreement to settle the Litigation in return for a cash payment of \$87,500,000 for the benefit of the Class, subject to the negotiation of the terms of a Stipulation of Settlement and approval by the Court. The Stipulation (together with the Exhibits thereto) reflects the final and binding agreement between the Settling Parties.

Defendants deny each and all of the claims and contentions of wrongdoing alleged by Plaintiffs in the Litigation. Defendants contend that they did not make any materially false or misleading statements, that they disclosed all material information required to be disclosed by the federal securities laws, and that any alleged misstatements or omissions were not made with the requisite intent or knowledge of wrongdoing. Defendants also contend that any losses allegedly suffered by Members of the Class were not caused by any allegedly false or misleading statements by them

and/or were caused by intervening events. Defendants also maintain that they have meritorious defenses to all claims that were raised or could have been raised in the Litigation.

3. Why is there a settlement?

The Court has not decided in favor of Defendants or of the Plaintiffs. Instead, both sides agreed to the Settlement to avoid the distraction, costs, and risks of further litigation, and Plaintiffs agreed to the Settlement in order to ensure that Class Members will receive compensation.

WHO IS IN THE SETTLEMENT

4. How do I know if I am a Member of the Class?

The Court directed that everyone who fits this description is a Class Member: all Persons who purchased or otherwise acquired Southern Company common stock during the Class Period, and were allegedly damaged thereby.

Excluded from the Class are: Defendants, the Officers and directors of Southern Company during the Class Period, members of their immediate families, and their legal representatives, heirs, successors or assigns, and any entity in which any Defendant has or had a controlling interest. Also excluded from the Class is any Person who would otherwise be a Member of the Class but who validly and timely requests exclusion in accordance with the requirements set forth in question 11 below.

Please Note: Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive a payment from the Settlement. If you are a Class Member and you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit the Proof of Claim that is being distributed with this Notice and the required supporting documentation as set forth therein postmarked or submitted online on or before February 18, 2021.

5. What if I am still not sure if I am included?

If you are still not sure whether you are included, you can ask for free help. You can contact the Claims Administrator toll-free at 1-866-754-6430, or you can fill out and return the Proof of Claim form enclosed with this Notice package to see if you qualify.

THE SETTLEMENT BENEFITS – WHAT YOU GET

6. What does the Settlement provide?

The Settlement provides that, in exchange for the release of the Released Claims (defined below) and dismissal of the Litigation, Defendants will cause to be paid \$87.5 million in cash to be distributed after taxes, tax expenses, notice and claims administration expenses, and approved fees and expenses, *pro rata*, to Class Members who send in a valid Proof of Claim form pursuant to the Court-approved Plan of Allocation. The Plan of Allocation is described in more detail at the end of this Notice.

7. How much will my payment be?

Your share of the Net Settlement Fund will depend on several things, including the total dollar amount of claims represented by the valid Proof of Claim forms that Class Members send in, compared to the dollar amount of your claim, all as calculated under the Plan of Allocation discussed below.

HOW YOU GET A PAYMENT – SUBMITTING A CLAIM FORM

8. How can I get a payment?

To be eligible to receive a payment from the Settlement, you must submit a Proof of Claim and Release form (“Proof of Claim”). A Proof of Claim form is enclosed with this Notice or it may be downloaded at www.SouthernCompanySecuritiesSettlement.com. Read the instructions carefully, fill out the Proof of Claim, include all the documents the form asks for, sign it, and **mail or submit it online so that it is postmarked or received no later than February 18, 2021**. The Proof of Claim form may be submitted online at www.SouthernCompanySecuritiesSettlement.com.

9. When would I get my payment?

The Court will hold a Settlement Hearing on January 14, 2021, at 9:30 a.m., to decide whether to approve the Settlement. If the Court approves the Settlement, there might be appeals. It is always uncertain whether appeals can be resolved, and if so, how long it would take to resolve them. It also takes time for all the Proofs of Claim to be processed. Please be patient.

10. What am I giving up to get a payment or to stay in the Class?
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Unless you timely and validly exclude yourself, you are staying in the Class, and that means you cannot sue, continue to sue, or be part of any other lawsuit against Defendants or their Related Parties (as defined below) about the Released Claims (as defined below).² It also means that Court's orders and the Judgment will apply to you and legally bind you. If you remain a Class Member, and if the Settlement is approved, you will give up all "Released Claims" (as defined below), including "Unknown Claims" (as defined below), against the "Released Persons" (as defined below):

- "Released Claims" means any and all claims and causes of action of every nature and description, whether known or unknown, whether arising under federal, state, common, or foreign law, that relate to the purchase or other acquisition of Southern Company common stock during the Class Period, and that the Plaintiffs or any other Member of the Class (i) asserted in the Complaint or (ii) could have asserted in any forum that arise out of or are based upon the allegations, transactions, facts, matters or occurrences, representations, or omissions involved, set forth, or referred to in the Complaint. "Released Claims" does not include claims to enforce the Settlement, any derivative or ERISA claims, or the claims of any person or entity that submits a request for exclusion that is accepted by the Court. "Released Claims" includes "Unknown Claims" as defined below.
- "Released Defendants' Claims" means any and all claims and causes of action of every nature and description whatsoever, including both known claims and Unknown Claims (as defined below), against Plaintiffs, Plaintiffs' Counsel, or any Class Member that arise out of or relate in any way to the institution, prosecution, or settlement of the claims against Defendants in the Litigation, except for claims relating to the enforcement of the Settlement.

² The Stipulation also provides for certain releases of the Plaintiffs, the Class, and Plaintiffs' Counsel. The full terms of the releases can be found in the Stipulation, which can be viewed at www.SouthernCompanySecuritiesSettlement.com.

- “Released Defendant Party” or “Released Defendant Parties” or “Released Persons” mean each and all of the Defendants, Defendants’ Counsel and their Related Parties.
- “Releasing Plaintiff Party” or “Releasing Plaintiff Parties” mean each and every Class Member, Plaintiffs, Lead Counsel, Plaintiffs’ Counsel, and each and all of their respective past or present trustees, executors, administrators, officers, directors, partners, members, employees, contractors, auditors, principals, agents, attorneys, predecessors, successors, assigns, representatives, affiliates, joint venturers, shareholders, underwriters, insurers, personal or legal representatives, estates, financial advisors or consultants, banks or investment bankers, parents, subsidiaries, general or limited partners or partnerships, and limited liability companies; and the spouses, members of the immediate families, representatives, and heirs of any Releasing Plaintiff Party (who is an individual), as well as any trust of which any Releasing Plaintiff Party is the settlor or which is for the benefit of any of their immediate family members. Releasing Plaintiff Parties do not include any Person who would otherwise be a Member of the Class but who validly and timely requests exclusion from the Class.
- “Related Parties” means each Defendant’s respective former, present or future parents, subsidiaries, divisions, controlling persons, associates, related entities and affiliates and each and all of their respective present and former employees, members, partners, principals, officers, directors, controlling shareholders, agents, attorneys, advisors (including financial or investment advisors), accountants, auditors, consultants, underwriters, investment bankers, commercial bankers, entities providing fairness opinions, general or limited partners or partnerships, limited liability companies, members, joint ventures, and insurers and reinsurers of each of them; and the predecessors, successors, estates, immediate family members, spouses, heirs, executors, trusts, trustees, administrators, agents, legal or personal representatives, assigns, and assignees of each of them, in their capacity as such.
- “Unknown Claims” means (a) any and all Released Claims that any of the Releasing Plaintiff Parties do not know or suspect to exist in his, her, or its favor at the time of the release of the Released Defendant Parties,

which, if known by him, her, or it, might have affected his, her, or its settlement with and release of the Released Defendant Parties, or might have affected his, her, or its decision(s) with respect to the Settlement, including, but not limited to, whether or not to object to this Settlement or seek exclusion from the Class; and (b) any and all Released Defendants' Claims that any of the Released Defendant Parties do not know or suspect to exist in his, her, or its favor at the time of the release of Plaintiffs, the Class, and Plaintiffs' Counsel, which, if known by him, her, or it, might have affected his, her, or its settlement and release of Plaintiffs, the Class, and Plaintiffs' Counsel. With respect to (a) any and all Released Claims against the Released Defendant Parties, and (b) any and all Released Defendants' Claims against Plaintiffs, the Class, and Plaintiffs' Counsel, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive, and each Releasing Plaintiff Party and Released Defendant Party shall be deemed to have, and by operation of the Judgment shall have expressly waived, the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

The Settling Parties shall expressly waive, and each Releasing Plaintiff Party and Released Defendant Party shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code §1542. The Releasing Plaintiff Parties and Released Defendant Parties acknowledge that they may hereafter discover facts, legal theories, or authorities in addition to or different from those which he, she, it, or their counsel now knows or believes to be true with respect to the subject matter of the Released Claims or Released Defendants' Claims, but (a) the Releasing Plaintiff Parties shall expressly fully, finally, and forever waive,

compromise, settle, discharge, extinguish, and release, and each Releasing Plaintiff Party shall be deemed to have waived, compromised, settled, discharged, extinguished, and released, and upon the Effective Date, and by operation of the Judgment shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Claims against the Released Defendant Parties, known or unknown, suspected or unsuspected, contingent or non-contingent, accrued or unaccrued, whether or not concealed or hidden, which now exist, or heretofore have existed, or may hereafter exist, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law, or rule, without regard to the subsequent discovery or existence of such different or additional facts, legal theories, or authorities, and (b) the Released Defendant Parties shall expressly fully, finally, and forever waive, compromise, settle, discharge, extinguish, and release, and each Released Defendant Party shall be deemed to have waived, compromised, settled, discharged, extinguished, and released, and upon the Effective Date, and by operation of the Judgment shall have waived, compromised, settled, discharged, extinguished, and released, fully, finally, and forever, any and all Released Defendants' Claims against Plaintiffs, the Class, and Plaintiffs' Counsel, known or unknown, suspected or unsuspected, contingent or non-contingent, accrued or unaccrued, whether or not concealed or hidden, which now exist, or heretofore have existed, or may hereafter exist, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law, or rule, without regard to the subsequent discovery or existence of such different or additional facts, legal theories, or authorities. The Settling Parties acknowledge, and the Releasing Plaintiff Parties and Released Defendant Parties shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and is an essential element of the Settlement of which this release is a part.

EXCLUDING YOURSELF FROM THE CLASS

If you do not want to participate in this Settlement, and you want to keep the right to potentially sue the Defendants and the other Released Persons on your own regarding the claims being released by the Settlement, then you must take steps to remove yourself from the Settlement. This is called excluding yourself – or is sometimes referred to as “opting out.” If you are requesting exclusion because you want to bring your own lawsuit based on the matters alleged in this Litigation, you may want to consult an attorney and discuss whether any individual claim that you may wish to pursue would be time-barred by the applicable statutes of limitation or repose.

11. How do I get out of the Class and the proposed Settlement?

To exclude yourself from the Class and the Settlement, you must send a letter by First-Class Mail stating that you “request exclusion from the Class in the *Southern Company Securities Settlement*.” Your letter must include your purchases or acquisitions of Southern Company common stock during the Class Period, including the dates, the number of shares purchased or acquired, and price paid for each such purchase or acquisition. In addition, you must include your name, address, telephone number, and your signature. You must submit your exclusion request so that it is **postmarked no later than December 24, 2020** to:

Southern Company Securities Settlement
Claims Administrator
c/o Gilardi & Co. LLC
EXCLUSIONS
150 Royall Street, Suite 101
Canton, MA 02021

If you ask to be excluded, you will not get any payment from the Settlement, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit, and you may be able to sue the Defendants and the other Released Persons about the Released Claims in the future.

12. If I do not exclude myself, can I sue the Defendants and the other Released Persons for the same thing later?

No. Unless you exclude yourself, you give up any rights you may potentially have to sue the Defendants and the other Released Persons for any and all Released Claims. If you have a pending lawsuit against the Released Persons, speak to your lawyer in that case immediately. You may need to exclude yourself from the Class in this Litigation to continue your own lawsuit. Remember, the exclusion deadline is December 24, 2020.

13. If I exclude myself, can I get money from the proposed Settlement?

No. If you exclude yourself, you should not send in a Proof of Claim to ask for any money. But you may have the right to potentially sue or be part of a different lawsuit against the Defendants and the other Released Persons.

THE LAWYERS REPRESENTING YOU

14. Do I have a lawyer in this case?

The Court ordered that the law firm of Robbins Geller Rudman & Dowd LLP represents the Class Members, including you. These lawyers are called Lead Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

15. How will the lawyers be paid?

Lead Counsel will apply to the Court for an award of attorneys' fees not to exceed thirty percent (30%) of the Settlement Amount and for expenses, costs and charges in an amount not to exceed \$1,000,000.00 in connection with the Litigation, plus interest on such fees and expenses at the same rate as earned by the Settlement Fund. Such sums as may be approved by the Court will be paid from the Settlement Fund.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement or any part of it.

16. How do I tell the Court that I object to the proposed Settlement?
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If you are a Class Member, you can comment on or object to the proposed Settlement, the proposed Plan of Allocation, and/or Plaintiffs' Counsel's fee and expense application. You can write to the Court setting out your comment or objection. The Court will consider your views. Any objections, filings, and other submissions by an objecting Class Member must: (i) state the name, address, telephone number of the Person objecting and must be signed by the objector; (ii) contain a statement of the Class Member's objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the Class Member wishes to bring to the Court's attention and whether the objection applies only to the objector, a specific subset of the Class, or to the entire Class; and (iii) include documents sufficient to prove membership in the Class, including the objecting Class Member's purchases, acquisitions, and sales of Southern Company common stock during the Class Period, including the dates, the number of shares purchased, acquired or sold, and price paid or received for each such purchase, acquisition, or sale. Your comments or objection must be filed with the Court and mailed or delivered to each of the following addresses such that it is *received no later than December 24, 2020*:

COURT	LEAD COUNSEL	DEFENDANTS' COUNSEL
CLERK OF THE COURT UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF GEORGIA Richard B. Russell Federal Building and United States Courthouse 75 Ted Turner Drive, S.W. Atlanta, GA 30303	ROBBINS GELLER RUDMAN & DOWD LLP ELLEN GUSIKOFF STEWART 655 West Broadway, Suite 1900 San Diego, CA 92101	JONES DAY MICHAEL J. McCONNELL 1420 Peachtree Street, N.E. Suite 800 Atlanta, GA 30309

17. What is the difference between objecting and excluding?
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Objecting is simply telling the Court that you do not like something about the Settlement. You can object **only** if you stay in the Class.

Excluding yourself is telling the Court that you do not want to be paid and do not want to release any claims you think you may have against Defendants and their

Related Parties. If you exclude yourself, you cannot object to the Settlement because it does not affect you.

THE COURT'S SETTLEMENT HEARING

The Court will hold a hearing to decide whether to approve the proposed Settlement. You may attend and you may ask to speak, but you do not have to.

18. When and where will the Court decide whether to approve the proposed Settlement?

The Court will hold a Settlement Hearing at **9:30 a.m., on January 14, 2021**, in the Courtroom of the Honorable William M. Ray, II, at the United States District Court for the Northern District of Georgia, Richard B. Russell Federal Building and United States Courthouse, 75 Ted Turner Drive, S.W., Atlanta, GA 30303. At the hearing, the Court will consider whether the Settlement and the Plan of Allocation are fair, reasonable, and adequate. If there are objections, the Court will consider them, even if you do not ask to speak at the hearing. The Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to pay to Lead Counsel. After the Settlement Hearing, the Court will decide whether to approve the Settlement and the Plan of Allocation. We do not know how long these decisions will take. You should be aware that the Court may change the date and time of the Settlement Hearing without another notice being sent to Class Members.

In addition, the recent outbreak of the Coronavirus (COVID-19) is a fluid situation that creates the possibility that the Court may decide to conduct the Settlement Hearing by video or telephonic conference, or otherwise allow Class Members to appear at the hearing by telephone, without further written notice to the Class. **In order to determine whether the date and time of the Settlement Hearing have changed, or whether Class Members must or may participate by telephone or video, it is important that you monitor the Court's docket or the Settlement website, www.SouthernCompanySecuritiesSettlement.com, before making any plans to attend the Settlement Hearing. Any updates regarding the Settlement Hearing, including any changes to the date and time of the hearing or updates regarding in-person or telephonic appearances at the hearing, will be posted to the Settlement website, www.SouthernCompanySecuritiesSettlement.com. Also, if the Court requires or allows Class Members to participate in the Settlement Hearing by telephone, the**

telephone number for accessing the telephonic conference will be posted to the Settlement website, www.SouthernCompanySecuritiesSettlement.com. If you want to attend the hearing, either in person or telephonically, if permitted, you should check with Lead Counsel or the Settlement website, www.SouthernCompanySecuritiesSettlement.com, beforehand to be sure that the date and/or time has not changed.

19. Do I have to come to the hearing?

No. Lead Counsel will answer questions the Court may have. But, you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it is not necessary. Class Members do not need to appear at the hearing or take any other action to indicate their approval.

20. May I speak at the hearing?

If you object to the Settlement, the Plan of Allocation, and/or the fee and expense application, you may ask the Court for permission to speak at the Settlement Hearing. To do so, you must include with your objection (*see* question 16 above) a statement saying that it is your “Notice of Intention to Appear in the *Southern Company Securities Settlement*.” Persons who intend to object to the Settlement, the Plan of Allocation, and/or any attorneys’ fees and expenses to be awarded to Lead Counsel and desire to present evidence at the Settlement Hearing must include in their written objections the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the Settlement Hearing. Your notice of intention to appear must be **received no later than December 24, 2020**, and addressed to the Clerk of Court, Lead Counsel, and Defendants’ Counsel, at the addresses listed above in question 16.

You cannot speak at the Settlement Hearing if you exclude yourself from the Class.

IF YOU DO NOTHING

21. What happens if I do nothing?

If you do nothing, you will not receive any money from this Settlement. In addition, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Defendants and their Related Parties about the Released Claims in this case.

GETTING MORE INFORMATION

22. How do I get more information?

For even more detailed information concerning the matters involved in this Litigation, you can obtain answers to common questions regarding the proposed Settlement by contacting the Claims Administrator toll-free at 1-866-754-6430. Reference is also made to the Stipulation, to the pleadings in support of the Settlement, to the Orders entered by the Court, and to the other settlement related papers filed in the Litigation, which are posted on the Settlement website at www.SouthernCompanySecuritiesSettlement.com, and which may be inspected at the Office of the Clerk of the United States District Court for the Northern District of Georgia, during regular business hours. For a fee, all papers filed in this Litigation are available at www.pacer.gov.

THE PROPOSED PLAN OF ALLOCATION OF NET SETTLEMENT FUND AMONG CLASS MEMBERS

23. How will my claim be calculated?

As discussed above, the Settlement provides \$87,500,000.00 in cash for the benefit of the Class. The Settlement Amount and any interest it earns constitute the “Settlement Fund.” The Settlement Fund, after deduction of Court-approved attorneys’ fees and expenses, Notice and Administration Expenses, Taxes, and any other fees or expenses approved by the Court, is the “Net Settlement Fund.” If the Settlement is approved by the Court, the Net Settlement Fund will be distributed to eligible Authorized Claimants – *i.e.*, Members of the Class who timely submit valid Proofs of Claim – in accordance with this proposed Plan of Allocation (“Plan of Allocation” or “Plan”) or such other plan of allocation as the Court may approve. Class Members who do not timely submit valid Proofs of Claim will not share in the

Net Settlement Fund but will otherwise be bound by the Settlement. The Court may approve this proposed Plan of Allocation, or modify it, without additional notice to the Class. Any order modifying the Plan of Allocation will be posted on the Settlement website, www.SouthernCompanySecuritiesSettlement.com.

The objective of the Plan of Allocation is to distribute the Settlement proceeds equitably among those Class Members who suffered economic losses as a proximate result of the alleged wrongdoing. The Plan of Allocation is not a formal damage analysis, and the calculations made in accordance with the Plan of Allocation are not intended to be estimates of, or indicative of, the amounts that Class Members might have been able to recover after a trial. Nor are the calculations in accordance with the Plan of Allocation intended to be estimates of the amounts that will be paid to Authorized Claimants under the Settlement. The computations under the Plan of Allocation are only a method to weigh, in a fair and equitable manner, the claims of Authorized Claimants against one another for the purpose of making *pro rata* allocations of the Net Settlement Fund.

The Plan of Allocation is intended to compensate Class Members who purchased or acquired Southern Company common stock during the period between April 25, 2012 and October 30, 2013, inclusive (“Class Period”), and were allegedly damaged thereby under the Securities Exchange Act of 1934 (“Exchange Act”).

For purposes of determining the amount a claimant may recover under the Plan, Lead Counsel conferred with its damages expert and the Plan reflects an assessment of the daily per share artificial inflation amounts which allegedly were proximately caused by Defendants’ alleged false and misleading statements and material omissions. In calculating the estimated artificial inflation allegedly caused by Defendants’ alleged misrepresentations and omissions, Plaintiffs’ damages expert considered price changes in Southern Company common stock in reaction to public disclosures that allegedly corrected the respective alleged misrepresentations and omissions, adjusting the price changes for factors that were attributable to market or industry forces, and for non-fraud related Company-specific information.

In order to have recoverable damages in connection with purchases and/or acquisitions of Southern Company common stock during the Class Period, disclosure(s) of the allegedly misrepresented or omitted information must be the proximate cause of the decline in the price of Southern Company common stock. In this case, Plaintiffs allege that Defendants made false statements and omitted material

facts during the Class Period, which had the effect of artificially inflating the price of Southern Company common stock. As the result of the alleged corrective disclosures, Plaintiffs allege that artificial inflation was removed from the price of Southern Company common stock on: April 24, 2013, July 1, 2013, July 31, 2013, October 2, 2013, October 29, 2013, and October 30, 2013. Plaintiffs allege that these corrective disclosures allegedly impacted the price of Southern Company common stock on April 24, 2013, July 2, 2013, July 31, 2013, August 1, 2013, October 3, 2013, October 30, 2013, and October 31, 2013.

To the extent there are sufficient funds in the Net Settlement Fund, each claimant will receive an amount equal to the claimant's "Recognized Loss," as described below. If, however, as expected, the amount in the Net Settlement Fund is not sufficient to permit payment of the total Recognized Loss of each claimant, then each claimant shall be paid the percentage of the Net Settlement Fund that each claimant's Recognized Loss bears to the total of the Recognized Loss of all claimants – *i.e.*, the claimant's *pro rata* share of the Net Settlement Fund.

For each Class Period purchase of Southern Company common stock that is properly documented, a "Recognized Loss" will be calculated according to the formulas described below. If a Recognized Loss Amount calculates to a negative number or zero under the formulas below, that Recognized Loss Amount will be zero.

Estimated damages and the Plan were developed based on an event study analysis, which determines how much artificial inflation was in the stock price on each day during the Class Period by measuring how much the stock price was inflated as a result of alleged misrepresentations and omissions and declined as a result of disclosures that corrected the alleged misrepresentations and omissions. Because the alleged corrective disclosures reduced the artificial inflation in stages over the course of the Class Period, the damages suffered by any particular claimant depends on when that claimant purchased and sold their stock, or retained their stock beyond the end of the Class Period.

A claim will be computed as follows:

For each share of Southern Company publicly traded common stock purchased or otherwise acquired from April 25, 2012 through October 30, 2013, inclusive, and:

(a) Sold prior to the close of trading on April 23, 2013, the Recognized Loss Amount will be \$0.00;

(b) Sold from April 24, 2013 through and including the close of trading on July 1, 2013, the Recognized Loss Amount will be the lesser of: (i) the decline in inflation during the holding period (as presented in Table 1 below), or (ii) the purchase price minus the sale price, and

(c) Sold from July 2, 2013 through and including the close of trading on July 30, 2013, the Recognized Loss Amount will be the lesser of: (i) the decline in inflation during the holding period (as presented in Table 1 below), or (ii) the purchase price minus the sale price, and

(d) Sold on July 31, 2013, the Recognized Loss Amount will be the lesser of: (i) the decline in inflation during the holding period (as presented in Table 1 below), or (ii) the purchase price minus the sale price, and

(e) Sold from August 1, 2013 through and including the close of trading on October 2, 2013, the Recognized Loss Amount will be the lesser of: (i) the decline in inflation during the holding period (as presented in Table 1 below), or (ii) the purchase price minus the sale price, and

(f) Sold from October 3, 2013 through and including the close of trading on October 29, 2013, the Recognized Loss Amount will be the lesser of: (i) the decline in inflation during the holding period (as presented in Table 1 below), or (ii) the purchase price minus the sale price, and

(g) Sold on October 30, 2013, the Recognized Loss Amount will be the lesser of: (i) the decline in inflation during the holding period (as presented in Table 1 below), or (ii) the purchase price minus the sale price, and

(h) Sold from October 31, 2013 through and including the close of trading on January 28, 2014, the Recognized Loss Amount will be the least of: (i) the decline in inflation during the holding period (as presented in Table 1 below), or (ii) the purchase price minus the sale price, or (iii) the purchase price minus the average closing price between October 31, 2013 and the date of sale as stated in Table 2 below; and

(i) Held as of the close of trading on January 28, 2014, the Recognized Loss Amount will be the lesser of: (i) the decline in inflation during the holding period (as presented in Table 2 below), or (ii) the purchase price minus \$41.09, the average closing price for Southern Company common stock between October 31, 2013 and January 28, 2014 (the last entry on Table 2).³

If a claimant had a market gain with respect to his, her, or its overall transactions in Southern Company publicly traded common stock during the Class Period, the value of the claimant's Recognized Claim will be zero. If a claimant suffered an overall market loss with respect to his, her, or its overall transactions in Southern Company common stock during the Class Period but that market loss was less than the claimant's total Recognized Claim calculated above, then the claimant's Recognized Claim will be limited to the amount of the actual market loss. For purposes of determining whether a claimant had a market gain with respect to his, her, or its overall transactions in Southern Company common stock during the Class Period or suffered a market loss, the Claims Administrator will determine the difference between (i) the Total Purchase Amount⁴ and (ii) the sum of the Total Sales Proceeds⁵ and Holding Value.⁶ This difference will be deemed a claimant's market

³ Under Section 21(D)(e)(1) of the Exchange Act, "in any private action arising under this Act in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market." Consistent with the requirements of the statute, Recognized Loss Amounts are reduced to an appropriate extent by taking into account the closing prices of Southern Company common stock during the 90-day look-back period. The mean (average) closing price for Southern Company common stock during this 90-day look-back period was \$41.09.

⁴ The "Total Purchase Amount" is the total amount the claimant paid (excluding commissions and other charges) for Southern Company common stock purchased or acquired during the Class Period.

⁵ The Claims Administrator will match any sales of Southern Company common stock during the Class Period first against the claimant's opening position (the proceeds of those sales will not be considered for purposes of calculating market gains or losses). The total amount received (excluding commissions and other charges) for the remaining sales of Southern Company common stock sold during the Class Period will be the "Total Sales Proceeds."

gain or loss with respect to his, her, or its overall transactions in Southern Company common stock during the Class Period.

⁶ The Claims Administrator will ascribe a value of \$40.91 per share for Southern Company common stock purchased or acquired during the Class Period and still held as of the close of trading on October 31, 2013 (the “Holding Value”).

TABLE 1
Decline in Inflation by Date of Purchase and Date of Sale

Date of Purchase	Date of Sale							
	25 April 2012 through 23 April 2013	24 April 2013 through 1 July 2013	2 July 2013 through 30 July 2013	31 July 2013	1 August 2013 through 2 October 2013	3 October 2013 through 29 October 2013	30 October 2013	Sold on or Retained Beyond 31 October 2013
25 April 2012 through 23 April 2013	\$0.00	\$0.85	\$1.03	\$1.23	\$1.53	\$1.86	\$2.23	\$2.52
24 April 2013 through 1 July 2013		\$0.00	\$0.18	\$0.38	\$0.68	\$1.01	\$1.38	\$1.67
2 July 2013 through 30 July 2013			\$0.00	\$0.20	\$0.50	\$0.83	\$1.20	\$1.49
31 July 2013				\$0.00	\$0.30	\$0.63	\$1.00	\$1.29
1 August 2013 through 2 October 2013					\$0.00	\$0.33	\$0.70	\$0.99
3 October 2013 through 29 October 2013						\$0.00	\$0.37	\$0.66
30 October 2013							\$0.00	\$0.29
Purchased on or After 31 October 2013								\$0.00

TABLE 2**Southern Company Closing Price and Average Closing Price**

Date	Closing Price	Average Closing Price Between October 31, 2013 and Date Shown	Date	Closing Price	Average Closing Price Between October 31, 2013 and Date Shown
10/31/2013	\$40.91	\$40.91	12/13/2013	\$40.12	\$41.20
11/1/2013	\$41.02	\$40.97	12/16/2013	\$40.38	\$41.17
11/4/2013	\$41.49	\$41.14	12/17/2013	\$40.31	\$41.14
11/5/2013	\$41.10	\$41.13	12/18/2013	\$41.01	\$41.14
11/6/2013	\$41.77	\$41.26	12/19/2013	\$40.79	\$41.13
11/7/2013	\$41.52	\$41.30	12/20/2013	\$41.06	\$41.13
11/8/2013	\$41.21	\$41.29	12/23/2013	\$40.88	\$41.12
11/11/2013	\$41.50	\$41.32	12/24/2013	\$40.96	\$41.12
11/12/2013	\$41.39	\$41.32	12/26/2013	\$40.75	\$41.11
11/13/2013	\$41.74	\$41.37	12/27/2013	\$40.86	\$41.10
11/14/2013	\$42.36	\$41.46	12/30/2013	\$41.00	\$41.10
11/15/2013	\$42.42	\$41.54	12/31/2013	\$41.11	\$41.10
11/18/2013	\$42.33	\$41.60	1/2/2014	\$40.69	\$41.09
11/19/2013	\$42.07	\$41.63	1/3/2014	\$40.47	\$41.08
11/20/2013	\$41.40	\$41.62	1/6/2014	\$40.40	\$41.06
11/21/2013	\$41.37	\$41.60	1/7/2014	\$40.76	\$41.05
11/22/2013	\$41.23	\$41.58	1/8/2014	\$40.40	\$41.04
11/25/2013	\$41.00	\$41.55	1/9/2014	\$40.62	\$41.03
11/26/2013	\$40.73	\$41.50	1/10/2014	\$41.39	\$41.04
11/27/2013	\$40.68	\$41.46	1/13/2014	\$41.27	\$41.04
11/29/2013	\$40.63	\$41.42	1/14/2014	\$41.10	\$41.04
12/2/2013	\$40.74	\$41.39	1/15/2014	\$41.08	\$41.05
12/3/2013	\$40.88	\$41.37	1/16/2014	\$41.24	\$41.05
12/4/2013	\$41.09	\$41.36	1/17/2014	\$41.16	\$41.05
12/5/2013	\$40.94	\$41.34	1/21/2014	\$41.65	\$41.06
12/6/2013	\$41.43	\$41.34	1/22/2014	\$41.60	\$41.07
12/9/2013	\$41.04	\$41.33	1/23/2014	\$41.43	\$41.08
12/10/2013	\$40.46	\$41.30	1/24/2014	\$41.22	\$41.08
12/11/2013	\$40.28	\$41.27	1/27/2014	\$41.25	\$41.08
12/12/2013	\$40.20	\$41.23	1/28/2014	\$41.25	\$41.09

If a Class Member held Southern Company common stock at the beginning of the Class Period or made multiple purchases, acquisitions or sales of Southern Company common stock during or after the Class Period, the starting point for calculating a claimant's Recognized Loss is to match the claimant's holdings, purchases, and acquisitions to their sales using the FIFO (*i.e.*, first-in-first-out) method. Under the FIFO method, Southern Company common stock sold during the Class Period will be matched, in chronological order, first against the common stock

held at the beginning of the Class Period. The remaining sales of Southern Company common stock purchased or acquired during the Class Period will then be matched, in chronological order, against the purchased or acquired Southern Company common stock during the Class Period.

A Class Member will be eligible to receive a distribution from the Net Settlement Fund only if a Class Member had a net overall loss, after all profits from transactions in all Southern Company common stock during the Class Period are subtracted from all losses. However, the proceeds from sales of shares that have been matched against the Southern Company common stock held at the beginning of the Class Period will not be used in the calculation of such net loss.

Purchases or acquisitions and sales of Southern Company common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. The receipt or grant by gift, inheritance, or operation of law of Southern Company common stock during the Class Period shall not be deemed a purchase, acquisition, or sale of Southern Company common stock for the calculation of Recognized Loss unless (i) the donor or decedent purchased or otherwise acquired such Southern Company common stock during the Class Period; (ii) no Proof of Claim was submitted by or on behalf of the donor, on behalf of the decedent, or by anyone else with respect to such Southern Company common stock; and (iii) it is specifically so provided in the instrument of gift or assignment.

An Authorized Claimant’s Recognized Loss shall be the amount used to calculate the Authorized Claimant’s *pro rata* share of the Net Settlement Fund. If the sum total of Recognized Losses of all Authorized Claimants who are entitled to receive payment out of the Net Settlement Fund is greater than the Net Settlement Fund, each Authorized Claimant shall receive his, her, or its *pro rata* share of the Net Settlement Fund. The *pro rata* share shall be the Authorized Claimant’s Recognized Loss divided by the total of the Recognized Losses of all Authorized Claimants, multiplied by the total amount in the Net Settlement Fund. Given the costs of distribution, the Net Settlement Fund will be allocated among all Authorized Claimants whose distribution calculates to \$10.00 or greater.

Distributions will be made to Authorized Claimants after all claims have been processed, after the Court has finally approved the Settlement, and after any appeals are resolved. If there is any balance remaining in the Net Settlement Fund after at least six (6) months from the initial date of distribution of the Net Settlement Fund

(whether by reason of tax refunds, uncashed checks, or otherwise), the Claims Administrator shall, if feasible, reallocate such balance among Authorized Claimants in an equitable and economic fashion. These redistributions shall be repeated until the balance remaining in the Net Settlement Fund is no longer economically feasible to distribute to Class Members. Thereafter, any balance that still remains in the Net Settlement Fund shall be donated to any appropriate non-sectarian, non-profit charitable organization(s) serving the public interest.

Please contact the Claims Administrator or Lead Counsel if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim. If you are dissatisfied with the determinations, you may ask the Court, which retains jurisdiction over all Class Members and the claims administration process, to decide the issue by submitting a written request.

The Court has reserved jurisdiction to allow, disallow, or adjust the claim of any Class Member on equitable grounds.

Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all Authorized Claimants. Defendants, their respective counsel, and all other Released Persons will have no responsibility or liability whatsoever for the investment of the Settlement Fund, the distribution of the Net Settlement Fund, the Plan of Allocation, or the payment of any claim. No Person shall have any claim against Plaintiffs, Lead Counsel, the Claims Administrator, or other Person designated by Lead Counsel, Defendants, or Defendants' Counsel based on distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court.

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES

If you purchased or acquired Southern Company common stock during the Class Period for the beneficial interest of an individual or organization other than yourself, the Court has directed that, WITHIN TEN (10) DAYS OF YOUR RECEIPT OF THIS NOTICE, you either (a) provide to the Claims Administrator the name and last known address of each person or organization for whom or which you purchased or acquired such securities during such time period, or (b) request additional copies of this Notice and the Proof of Claim form, which will be provided to you free of charge, and within ten (10) days mail the Notice and Proof of Claim form directly to the

beneficial owners of the securities referred to herein. If you choose to follow alternative procedure (b), upon such mailing, you must send a statement to the Claims Administrator confirming that the mailing was made as directed and retain the names and addresses for any future mailings to Class Members. You are entitled to reimbursement from the Settlement Fund of your reasonable expenses actually incurred in connection with the foregoing, including reimbursement of postage expense and the cost of ascertaining the names and addresses of beneficial owners. Your reasonable expenses will be paid upon request and submission of appropriate supporting documentation. All communications concerning the foregoing should be addressed to the Claims Administrator:

Southern Company Securities Settlement
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 43346
Providence, RI 02940-3346
www.SouthernCompanySecuritiesSettlement.com

DATED: October 1, 2020

William M. Ray II

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

MONROE COUNTY EMPLOYEES') Civil Action No. 1:17-cv-00241-WMR
RETIREMENT SYSTEM and)
ROOFERS LOCAL NO. 149 PENSION) CLASS ACTION
FUND, Individually and on Behalf of)
All Others Similarly Situated,) SUMMARY NOTICE OF PROPOSED
) SETTLEMENT OF CLASS ACTION
)
Plaintiffs,)
)
vs.)
)
THE SOUTHERN COMPANY,)
THOMAS A. FANNING, ART P.)
BEATTIE, EDWARD DAY, VI, G.)
EDISON HOLLAND, JR., JOHN C.)
HUGGINS and THOMAS O.)
ANDERSON,)
)
)
)
Defendants.)
_____)

TO: ALL PERSONS WHO PURCHASED OR OTHERWISE ACQUIRED THE SOUTHERN COMPANY (“SOUTHERN COMPANY”) COMMON STOCK BETWEEN APRIL 25, 2012 AND OCTOBER 30, 2013, INCLUSIVE, AND WERE ALLEGEDLY DAMAGED THEREBY (“CLASS” OR “CLASS MEMBERS”)

THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS WILL BE AFFECTED BY A CLASS ACTION LAWSUIT PENDING IN THIS COURT.

YOU ARE HEREBY NOTIFIED that a hearing will be held on January 14, 2021, at 9:30 a.m., before the Honorable William M. Ray, II at the United States District Court, Northern District of Georgia, Richard B. Russell Federal Building, 75 Ted Turner Drive, SW, Atlanta, GA 30303, to determine whether: (1) the proposed settlement (the “Settlement”) of the above-captioned Litigation¹ as set forth in the Stipulation of Settlement (“Stipulation”)² for \$87,500,000 in cash should be approved by the Court as fair, reasonable, and adequate; (2) the Judgment as provided under the Stipulation should be entered dismissing the Litigation *with prejudice*; (3) to award Plaintiffs’ Counsel attorneys’ fees and expenses out of the Settlement Fund (as defined in the Notice of Pendency and Proposed Settlement of Class Action

¹ All capitalized terms used in this Summary Notice that are not otherwise defined herein shall have the meanings provided in the Stipulation.

² The Stipulation can be viewed and/or obtained at www.SouthernCompanySecuritiesSettlement.com.

(“Notice”), which is discussed below) and, if so, in what amount; and (4) the Plan of Allocation should be approved by the Court as fair, reasonable, and adequate.

The recent outbreak of the Coronavirus (COVID-19) is a fluid situation that creates the possibility that the Court may decide to conduct the Settlement Hearing by video or telephonic conference, or otherwise allow Class Members to appear at the hearing by telephone, without further written notice to the Class. In order to determine whether the date and time of the Settlement Hearing have changed, or whether Class Members must or may participate by telephone or video, it is important that you monitor the Court’s docket and the Settlement website, www.SouthernCompanySecuritiesSettlement.com, before making any plans to attend the Settlement Hearing. Any updates regarding the Settlement Hearing, including any changes to the date or time of the hearing or updates regarding in-person or telephonic appearances at the hearing, will also be posted to the Settlement website, www.SouthernCompanySecuritiesSettlement.com. Also, if the Court requires or allows Class Members to participate in the Settlement Hearing by telephone, the telephone number for accessing the telephonic conference will be posted to the Settlement website.

IF YOU PURCHASED OR OTHERWISE ACQUIRED SOUTHERN COMPANY COMMON STOCK BETWEEN APRIL 25, 2012 AND OCTOBER 30,

2013, INCLUSIVE, AND WERE ALLEGEDLY DAMAGED THEREBY, YOUR RIGHTS ARE AFFECTED BY THE SETTLEMENT OF THIS LITIGATION.

To share in the distribution of the Settlement Fund, you must establish your rights by submitting a Proof of Claim and Release form (“Proof of Claim”) by mail **(postmarked no later than February 18, 2021)** or electronically **(no later than February 18, 2021)**. Your failure to submit your Proof of Claim by February 18, 2021, will subject your claim to rejection and preclude your receiving any of the recovery in connection with the Settlement of this Litigation. If you purchased or acquired Southern Company common stock between April 25, 2012 and October 30, 2013, inclusive, and do not request exclusion from the Class, you will be bound by the Settlement and any judgment and release entered in the Litigation, including, but not limited to, the Judgment, whether or not you submit a Proof of Claim.

If you have not received a copy of the Notice, which more completely describes the Settlement and your rights thereunder (including your right to object to the Settlement), and a Proof of Claim, you may obtain these documents, as well as a copy of the Stipulation (which, among other things, contains definitions for the defined terms used in this Summary Notice) and other settlement documents, online at www.SouthernCompanySecuritiesSettlement.com, or by writing to:

Southern Company Securities Settlement
c/o Gilardi & Co. LLC
P.O. Box 43346
Providence, RI 02940-3346

Inquiries should NOT be directed to Defendants, the Court, or the Clerk of the Court.

Inquiries, other than requests for the Notice or for a Proof of Claim, may be made to Lead Counsel:

ROBBINS GELLER RUDMAN & DOWD LLP
Ellen Gusikoff Stewart
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 800/449-4900

IF YOU DESIRE TO BE EXCLUDED FROM THE CLASS, YOU MUST SUBMIT A REQUEST FOR EXCLUSION SUCH THAT IT IS **POSTMARKED BY DECEMBER 24, 2020**, IN THE MANNER AND FORM EXPLAINED IN THE NOTICE. ALL CLASS MEMBERS WILL BE BOUND BY THE SETTLEMENT EVEN IF THEY DO NOT SUBMIT A TIMELY PROOF OF CLAIM.

IF YOU ARE A CLASS MEMBER, YOU HAVE THE RIGHT TO OBJECT TO THE SETTLEMENT, THE PLAN OF ALLOCATION, AND/OR THE REQUEST BY PLAINTIFFS' COUNSEL FOR AN AWARD OF ATTORNEYS' FEES NOT TO EXCEED 30% OF THE \$87,500,000 SETTLEMENT AMOUNT, AND EXPENSES NOT TO EXCEED \$1,000,000.00. ANY OBJECTIONS MUST BE FILED WITH THE COURT AND SENT TO LEAD COUNSEL AND

DEFENDANTS' COUNSEL SUCH THAT IT IS **RECEIVED BY DECEMBER 24, 2020**, IN THE MANNER AND FORM EXPLAINED IN THE NOTICE.

DATED: OCTOBER 1, 2020.



BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA