NEXTERA ENERGY INC
Form DEF 14A
April 05, 2019
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

NextEra Energy, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Notice of 2019

Annual Meeting and

Proxy Statement

YOUR VOTE IS IMPORTANT

PLEASE SUBMIT YOUR PROXY PROMPTLY

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NextEra Energy, Inc.

700 Universe Boulevard

Juno Beach, Florida 33408-0420

Notice of Annual Meeting of Shareholders

May 23, 2019

The 2019 Annual Meeting of Shareholders of NextEra Energy, Inc. (NextEra Energy or the Company) will be held on Thursday, May 23, 2019, at 8:00 a.m., Central time, at Hotel Ivy, 201 South Eleventh Street, Minneapolis, Minnesota to consider and act upon the following matters:

1. Election as directors of the nominees specified in the accompanying proxy statement;

2. Ratification of appointment of Deloitte & Touche LLP as NextEra Energy s independent registered public accounting firm for 2019;

3. Approval, by non-binding advisory vote, of NextEra Energy s compensation of its named executive officers as disclosed in the accompanying proxy statement;

4. A shareholder proposal, as set forth on pages 16 to 17 of the accompanying proxy statement, if properly presented at the meeting; and

5. Such other business as may properly be brought before the annual meeting or any adjournment(s) or postponement(s) of the annual meeting.

The proxy statement more fully describes these matters. NextEra Energy has not received notice of other matters that may properly be presented at the annual meeting.

The record date for shareholders entitled to notice of, and to vote at, the annual meeting and any adjournment(s) or postponement(s) of the annual meeting is March 26, 2019.

Admittance to the annual meeting will be limited to shareholders as of the record date or their duly-appointed proxies. For the safety of attendees, all boxes, handbags and briefcases are subject to inspection. Cameras (including cell phones with photographic capabilities), recording devices and other electronic devices are not permitted at the meeting.

NextEra Energy is pleased to deliver proxy materials electronically via the Internet. Electronic delivery allows NextEra Energy to provide you with the information you need for the annual meeting, while reducing environmental impacts and costs.

Regardless of whether you expect to attend the annual meeting, please submit your proxy or voting instructions promptly so that your shares can be voted.

By order of the Board of Directors,

W. Scott Seeley

Vice President, Compliance & Corporate Secretary

Juno Beach, Florida

April 5, 2019

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR

THE ANNUAL MEETING TO BE HELD MAY 23, 2019

This proxy statement and the NextEra Energy 2018 annual report to shareholders are available at www.proxyvote.com.

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Proxy Statement Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider. You should read the entire proxy statement carefully before voting. This proxy statement contains information related to the solicitation of proxies by the Board of Directors (the Board) of NextEra Energy, Inc., a Florida corporation (NextEra Energy, the Company, we, us or our), in connection w 2019 annual meeting of NextEra Energy s shareholders and at any adjournment(s) or postponement(s) of the meeting. On or about April 5, 2019 NextEra Energy began mailing this proxy statement and a Notice of Internet Availability of Proxy Materials to shareholders.

Meeting Information

Time and Date:	8:00 a.m., Central time, May 23, 2019
Place:	Hotel Ivy
	201 South Eleventh Street
	Minneapolis, Minnesota
Record Date:	March 26, 2019
Webcast:	The Company will provide a live audio webcast of the annual meeting from its website at *http://www.nexteraenergy.com.*
Voting:	Shareholders as of the record date are entitled to vote. Each share of common stock, par value $.01 per share (common stock), is entitled to one vote for each director nominee and one vote for each of the other properly presented proposals to be voted.
Admission:	An admission ticket is required to enter the annual meeting. See page 81 in the *Questions and Answers about the Annual Meeting* section regarding how to obtain a ticket.

Voting Matters and Board Recommendations

Voting Matters	**Board Vote Recommendation**	**Page Reference**
Proposal 1 Election of directors	FOR each nominee	4
Proposal 2 Ratification of appointment of Deloitte & Touche LLP as NextEra Energy s independent registered public accounting firm for 2019	FOR	14
	FOR	15

Proposal 3 Advisory vote to approve NextEra Energy s compensation of its named executive officers		
Proposal 4 Shareholder Proposal	AGAINST	16

How to Vote

By Internet Go to the website *www.proxyvote.com*, 24 hours a day, seven days a week. You will need the control number that appears on your proxy card or on your Notice of Internet Availability of Proxy Materials (the Notice).

By Telephone Call 1-800-690-6903, 24 hours a day, seven days a week. You will need the control number that appears on your card.

By Mail If you received a full paper set of materials, date and sign your proxy card exactly as your name appears on your proxy card and mail it in the enclosed, postage-paid envelope. If you received a Notice, you may request a proxy card by following the instructions in your Notice. You do not need to mail the proxy card if you are voting by Internet or telephone.

In person At the annual meeting.

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Business and Governance Highlights

Business Highlights

NextEra Energy achieved Company-record adjusted earnings* of $3.673 billion, adjusted earnings per share (EPS) of $7.70 and a 1-year total shareholder return (TSR) of 14%. NextEra Energy s 2018 TSR outperformed the TSR of the S&P 500 Utilities Index of 4% and the TSR of the S&P 500 Index of -4% for 2018.

These accomplishments came as the Company continued to be a leader among the 10 largest U.S. utilities (based on market capitalization) in substantially all financial metrics. Among these largest 10 U.S. utilities, NextEra Energy ranked #2 for 1-year TSR and #1 for 2-year, 3-year, 5-year, 7-year and 10-year TSR. The Company ranked #2 among these utilities for 2018 adjusted earnings per share growth and #1 for 3-year and 5-year adjusted earnings per share growth. In 2018, NextEra Energy ranked #1 among U.S. and global utility companies, based on market capitalization.**

In 2019, NextEra Energy was named by Fortune Magazine as the World s Most Admired Electric & Gas Utility for the twelfth time in the last thirteen years. Also in 2019, NextEra Energy was named by the Ethisphere Institute as one of the World s Most Ethical Companies for the twelfth time in thirteen years.

The returns that NextEra Energy generated for its shareholders were attributable to outstanding 2018 performance by the Company s two principal operating businesses, Florida Power & Light Company (FPL) and NextEra Energy Resources, LLC and its subsidiaries (NextEra Energy Resources). Highlights of this performance are described in more detail in the Compensation Discussion and Analysis beginning on page 32.

Ultimately, the Company s financial and operational performance is reflected in the increased value of its common stock. As the table on page 33 illustrates, TSR over the three-year period from December 31, 2015 to December 31, 2018 was 82%, meaning that an investment of $100 in NextEra Energy common stock on December 31, 2015 was worth $181.88 on December 31, 2018.

The chart below compares the Company s TSR for the 1-, 3-, 5- and 10-year periods ended December 31, 2018 to the TSRs of the S&P 500 Electric Utilities Index, the S&P 500 Utilities Index, the Philadelphia Exchange Utility Sector Index (UTY) and the S&P 500. NextEra Energy outperformed all of these indices over all of the periods shown. NextEra Energy s outperformance over all these periods in comparison to others in its industry, and over the 1-, 3-, 5- and 10-year periods in comparison to the S&P 500, was substantial.

NextEra Energy Total Shareholder Return Through 12-31-18 vs. Various Indices (1)

	1-year TSR	3-year TSR	5-year TSR	10-year TSR
NextEra Energy	14%	82%	134%	380%
S&P 500 Electric Utilities Index, total return	4%	33%	65%	129%
S&P 500 Utilities Index, total return	4%	36%	67%	170%

UTY, total return	4%	37%	66%	154%
S&P 500, total return	(4%)	30%	50%	243%

(1) Source: FactSet Research Systems Inc.; except UTY, source: Bloomberg

* This measure is not a financial measure calculated in accordance with accounting principles generally accepted in the United States of America (GAAP). See Appendix A to this proxy statement for a reconciliation of this non-GAAP financial measure to the most directly comparable GAAP financial measure.

** Market capitalization is as of December 31, 2018; rankings are sourced from FactSet Research Systems Inc.

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Governance Highlights

Director Independence	Twelve of thirteen director nominees are independent Chief Executive Officer (CEO) is the only management director All members of Board committees (other than the Executive Committee) are independent directors
Board Leadership	Independent Lead Director selected by the independent directors Lead Director has strong role and significant governance duties, including chairing regularly-scheduled executive sessions of independent directors
Board Accountability	All directors stand for election annually and the Board has adopted a resignation policy for directors who fail to receive the required vote in uncontested elections Simple majority voting standard for all uncontested director elections Shareholders of 20% or more of the outstanding shares may call a special meeting No shareholder rights (poison pill) plan No supermajority vote requirements in the Company s Articles of Incorporation
Board Evaluation and Effectiveness	Annual Board and committee self-assessments Annual independent director evaluation of the Chairman and CEO
Board Refreshment & Diversity	Balance of new and experienced directors, with tenure of current directors averaging nine years In 2018, added a new independent, diverse director Added six new directors in the last seven years and have a specified retirement age for directors Six of thirteen directors are women or ethnically diverse and average age of directors is less than 65 years old
Director Engagement	

	Each director attended 100% of Board and their assigned committee meetings and attended the annual meeting in 2018 Board policy limits non-employee director membership on other public company boards to three
Clawback and Anti-Hedging Policies	Recoupment or clawback policy to recover certain executive pay Policy prohibiting short sales, hedging and margin accounts
Share Ownership	CEO required to hold shares equivalent to 7x base salary All senior executives required to hold shares equivalent to 3x base salary Directors required to hold shares equivalent to 7x the cash portion of their annual retainer
Proxy Access	Available to a shareholder, or group of up to 20 shareholders, owning 3% of the Company s outstanding shares for at least three years May nominate candidates for the greater of two directorships or up to 20% of the current membership of the Board

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Business of the Annual Meeting

Proposal 1: Election as directors of the nominees specified in this proxy statement

The Board is currently composed of 13 members. Upon the recommendation of the Governance & Nominating Committee, the Board has nominated the 13 incumbent members listed below for election as directors at the 2019 annual meeting. Unless you specify otherwise, your proxy will be voted **FOR** the election of the listed nominees. If any nominee becomes unavailable for election, which is not currently anticipated, proxies instructing a vote for that nominee may be voted for a substitute nominee selected by the Board or, in lieu thereof, the Board may reduce the number of directors by the number of nominees unavailable for election.

The Board believes that membership at its current size is appropriate because such a Board size facilitates substantive discussions among Board members, provides for sufficient staffing of Board committees and allows for contributions by directors having a broad range of skills, expertise, industry knowledge and diversity of opinion. Directors serve until the next annual meeting of shareholders or until their respective successors are elected and qualified.

Board Refreshment and Diversity

Board Refreshment. The Board and the Governance & Nominating Committee engage in a continuous process of considering the mix of skills and experience needed by the Board as a whole to discharge its responsibilities. During the period from July 2012 to February 2015, five new members joined the Board, adding significantly to the skills, expertise and experience of the Board. In October 2018, the size of the Board was increased by one member and a new individual was appointed to the Board and as a member of the Audit Committee.

The Company also has a director retirement policy. Generally, no person who shall have attained the age of 72 years by the date of election shall be eligible for election as a director. However, the Board may, by unanimous action (excluding the affected director), extend a director s eligibility for one or two additional years, in which event such a director will not be eligible for subsequent election as a director if he or she would have attained the age of 73 or 74 by or prior to the date of such election.

Diversity. Diversity is among the factors that the Governance & Nominating Committee considers when identifying and evaluating potential Board nominees. NextEra Energy, Inc. s Corporate Governance Principles & Guidelines (the Governance Guidelines) provide that, in identifying nominees for director, the Company seeks to achieve a mix of directors representing a diversity of background and experience, including diversity with respect to age, gender, race, ethnicity and specialized experience. In the Board s annual self-evaluation, it reviews the criteria for skills, experience and diversity reflected in the Board s membership and also reviews the Board s process for identification, consideration, recruitment and nomination of prospective Board members.

Darryl L. Wilson, who was appointed to the Board in October 2018, is a nominee for election to the Board this year who was not previously elected by the shareholders. Following a recommendation by a Board member, Mr. Wilson was identified to the Governance & Nominating Committee as an individual that the Governance & Nominating Committee might wish to consider as a potential candidate for Board service. Mr. Wilson was interviewed by each of the members of the Governance & Nominating Committee and by Mr. Robo. The Governance & Nominating Committee then evaluated the qualifications, background and experience of Mr. Wilson using the criteria set forth in the Governance Guidelines discussed above, noting in particular that Mr. Wilson would provide expertise beneficial to the Company in the areas of operations and leadership in global manufacturing and services businesses as a result of his experience as a senior leader of an electrical power generation and distribution manufacturer and services provider.

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Following the evaluation by the Governance & Nominating Committee, Mr. Wilson was interviewed by the other members of the Board. The Governance & Nominating Committee then recommended Mr. Wilson for appointment to the Board and the Board approved Mr. Wilson s appointment to the Board at its regularly scheduled October meeting.

Identifying and Evaluating Nominees for Directors

The Governance & Nominating Committee uses a variety of methods for identifying and evaluating nominees for director. The Governance & Nominating Committee periodically assesses the appropriate size of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. Candidates may come to the attention of the Governance & Nominating Committee through current Board members, professional search firms, shareholders or other persons. Candidates are evaluated at regular or special meetings of the Governance & Nominating Committee and may be considered at any time during the year. When considering candidates for the Board, the Governance & Nominating Committee considers all nominee recommendations, including those from shareholders, in the same manner. If any materials are provided by a shareholder in connection with the nomination of a director candidate, such materials are provided to the Governance & Nominating Committee. The Governance & Nominating Committee also reviews materials provided by professional search firms or other parties. In evaluating nominations, the Governance & Nominating Committee seeks to achieve a diverse balance of knowledge, experience and capability.

Director Resignation Policy

Under the NextEra Energy, Inc. Amended and Restated Bylaws (the Bylaws), in an uncontested election, directors are elected by a majority of the votes cast. The Board has adopted a Policy on Failure of Nominee Director(s) to Receive a Majority Vote in an Uncontested Election (Director Resignation Policy), the effect of which is to require that, in any uncontested director election, any incumbent director who is not elected by the required vote shall offer to resign and the Board shall determine whether or not to accept the resignation within 90 days of the certification of the shareholder vote. The Company will report the action taken by the Board under the Director Resignation Policy in a publicly-available forum or document. The Bylaws provide that, in a contested election, director nominees are elected by a plurality of the votes cast.

Director Qualifications

The Governance Guidelines and the Governance & Nominating Committee Charter identify Board membership qualifications, including experience, skills and attributes that are considered by the Governance & Nominating Committee in recommending non-employee nominees for Board membership. In addition to the membership qualifications identified in the Governance Guidelines, no person will be considered for Board membership who is an employee or director of a business in significant competition with the Company or of a major or potentially-major customer, supplier, contractor, counselor or consultant of the Company, or an executive officer of a business where a Company employee-director serves on the board of such other business.

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The Board views itself as a cohesive whole consisting of members who together serve the interests of the Company and its shareholders. The following matrix highlights the experience, qualifications, attributes and skills of the director nominees. This high-level summary is not intended to be an exhaustive list and information regarding the experience and qualifications of each individual director nominee is set forth in the biographies which follow.

Summary of Director Qualifications and Experience

Public Company CEO Experience	Six Directors
Financial Industry Experience and Leadership	Four Directors
Strategy Expertise	Eight Directors
Operations Management and Leadership	Eight Directors
International Experience	Seven Directors
Utility / Regulated Industry Leadership	Three Directors
Political / Legislative Experience	Two Directors
Energy Industry Leadership	Three Directors
Engineering & Construction Industry Experience	Six Directors
Nuclear Operations Leadership	Two Directors
Mergers & Acquisitions Experience	Seven Directors
Information Technology / Cyber Experience and Leadership	Two Directors
Investor Relations Management	Six Directors
Marketing / Sales / Customer Service Experience and Leadership	Seven Directors
Diversity	Six Directors
New Business Development	Nine Directors
Human Resources Development	Thirteen Directors

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Sherry S. Barrat

Age: 69

Director Since: 1998

Public Company Boards:

Arthur J. Gallagher & Company (since 2013)

Independent trustee or director of certain Prudential Insurance mutual funds (since 2013)

Biography

Mrs. Barrat retired in 2012 as vice chairman of Northern Trust Corporation, a financial holding company headquartered in Chicago, Illinois, where she was also a member of Northern Trust s Management Committee. Prior to being appointed as vice chairman in March 2011, Mrs. Barrat had served as president of Personal Financial Services for Northern Trust since January 2006. She served as chairman and chief executive officer of Northern Trust Bank of California, N.A. from 1999 through 2005 and as president of Northern Trust Bank of Florida s Palm Beach Region from 1992 through 1998. Mrs. Barrat joined Northern Trust in 1990 in Miami.

Qualifications

Mrs. Barrat has 38 years of leadership experience in financial services, including her service through July 1, 2012 as vice chairman, and her previous service as president of Personal Financial Services (one of four principal business units) of Northern Trust Corporation, a Fortune 500 company. She is experienced in building and leading client service businesses that operate in a variety of regulatory jurisdictions and, as a Florida native with a significant part of her former employer s business in Florida, has had extensive experience with Florida-based customers and business conditions. In addition, her 21 years of service on the Board have provided her with knowledge and experience regarding the Company s history and businesses.

James L. Camaren

Age: 64

Director Since: 2002

Biography

Mr. Camaren is a private investor. Until May 2006, he was chairman and chief executive officer of Utilities, Inc. Utilities, Inc. was one of the largest investor-owned water utilities in the United States until March 2002 when it was acquired by Nuon, a Dutch company, which subsequently sold Utilities, Inc. in April 2006. He joined Utilities, Inc. in 1987 and served successively as vice president of business development, executive vice president, and vice chairman, becoming chairman and chief executive officer in 1996.

Qualifications

Mr. Camaren has 19 years of leadership experience with a large, regulated investor-owned utility. During the years he served as chairman and chief executive officer, the utility had customer growth at a rate that exceeded the industry average and acquired and integrated over 40 utilities. In addition, Mr. Camaren has experience in managing capital expenditures, environmental compliance, regulatory affairs and investor relations.

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Kenneth B. Dunn

Age: 67

Director Since: 2010

Biography

Mr. Dunn is Emeritus Professor of Financial Economics at the David A. Tepper School of Business at Carnegie Mellon University (the Tepper School). He also served as Dean of the Tepper School from July 2002 to January 2011. Before his service in that position, Mr. Dunn had a 16-year career managing fixed income portfolios at Miller Anderson & Sherrerd and its successor by merger, Morgan Stanley Investment Management, where he served as a managing director and as co-director of the U.S. Core Fixed Income and Mortgage teams. Since 2014, he has been a managing member of Tier Capital LLC and, since 2015, chief executive officer of its subsidiary, Traditional Mortgage Acceptance Corporation, which originates, acquires and services mortgage loans and issues Government National Mortgage Association (GNMA) mortgage-backed securities.

Qualifications

Mr. Dunn has extensive experience in investment and asset and risk management gained through his 16-year career at Miller, Anderson & Sherrerd and its successor by merger, Morgan Stanley Investment Management. In addition, he is an expert in financial economics, having taught that subject as a professor at, and Dean of, the Tepper School. Mr. Dunn has a Ph.D. in industrial administration.

Naren K. Gursahaney

Age: 57

Director Since: 2014

Public Company Boards:

The ADT Corporation (2012 2016)

Biography

Mr. Gursahaney is retired. He served as the president and chief executive officer, and a member of the Board of Directors, of The ADT Corporation (ADT), a provider of security systems and services, from September 2012 until its acquisition by affiliated funds of Apollo Global Management LLC in May 2016. Prior to ADT s separation from Tyco International Ltd. (Tyco) in September 2012, Mr. Gursahaney served as president of Tyco s ADT North American Residential business segment and was the president of Tyco Security Solutions, then a provider of electronic security to residential, commercial, industrial and governmental customers and the largest operating segment of Tyco. Mr. Gursahaney joined Tyco in 2003 as senior vice president of operational excellence. He then served as president of Tyco Engineered Products and Services and president of Tyco Flow Control. Prior to joining Tyco, Mr. Gursahaney was president and chief executive officer of GE Medical Systems Asia, where he was responsible for the company s sales and services business in the Asia-Pacific region. During his 10-year career with GE, Mr. Gursahaney held senior leadership roles in services, marketing and information management.

Qualifications

ServiceMaster Global Holdings, Inc. (since 2017)	Mr. Gursahaney has extensive operations, strategic planning and leadership experience in global manufacturing and services businesses serving residential, commercial, industrial and governmental customers gained as the chief executive officer of a public company providing security systems and service. He also has extensive global operations, information technology and service experience gained as the president and chief executive officer of the Asia-Pacific division of a medical diagnostic and imaging manufacturer. He has a MBA from the University of Virginia and a Bachelor of Science in Mechanical Engineering from Pennsylvania State University.

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Kirk S. Hachigian

Age: 59

Director Since: 2013

Public Company Boards:

JELD-WEN, inc. (since 2014)

PACCAR, Inc. (since 2008)

Allegion plc (since 2013)

Biography

Mr. Hachigian has been chairman of the board of JELD-WEN, inc., a manufacturer of windows and doors, since April 2014. He also previously served as chief executive officer of JELD-WEN, inc. from April 2014 until November 2015. He served as chairman, president and chief executive officer of Cooper Industries plc (Cooper), a publicly-held electrical equipment and tool manufacturer, until Cooper s acquisition by Eaton Corporation in November 2012. He was named chairman of Cooper in 2006, chief executive officer in 2005 and president in 2004. Mr. Hachigian was retired during the period between his departure from Cooper and when he joined JELD-WEN, inc. in April 2014.

Qualifications

Mr. Hachigian has extensive leadership, operations and strategic planning experience gained through his prior service as the chairman, chief executive officer and president of a global, publicly-held manufacturer of electrical equipment and tools. He also has international leadership and operations experience gained through his prior service as the president and chief executive officer of the Asia-Pacific operations of a lighting products manufacturer and in key management positions in Singapore and Mexico. In addition, Mr. Hachigian has financial and risk oversight experience developed through his prior service on the audit committee of another public company and as a prior member of the board of the Houston branch of the Federal Reserve Bank of Dallas. He has a MBA in finance from the Wharton School of Business and a bachelor s degree in engineering from the University of California (Berkeley).

Toni Jennings

Age: 69

Director Since: 2007

Biography

Ms. Jennings has served since 2007 as chairman of the board of Jack Jennings & Sons, Inc., a family-owned construction business that provides general contractor, construction manager and design builder services. She served as the Lieutenant Governor of the State of Florida from March 2003 through December 2006. Prior to serving in that role, she was a member of the Florida Senate from 1980 until 2000, serving two consecutive terms as Senate President, and a member of the Florida House of Representatives from 1976 until 1980. Ms. Jennings served on the gubernatorial transition teams for Florida Governors Rick Scott and Ron DeSantis. From 1983 until she became Lieutenant Governor, she also served as president of Jack Jennings & Sons, Inc.

Qualifications

Public Company Boards:

Brown & Brown, Inc. (since 2007)

Mid-America Apartment Communities, Inc. (since 2016)

Post Properties, Inc. (2013 2016)

Ms. Jennings has extensive legislative and political experience, gained through service for four years as Lieutenant Governor of the State of Florida and 24 years in the Florida legislature. She also served as a member of the transition teams of Florida Governors Rick Scott and Ron DeSantis. In addition, through her 20 years as president and eleven years as chairman of Jack Jennings & Sons, Inc., she has extensive experience in operating a Florida-based business and familiarity with the Florida business environment.

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Amy B. Lane

Age: 66

Director Since: 2015

Public Company Boards:

The TJX Companies, Inc. (since 2005)

GNC Holdings, Inc. (since 2011)

Trustee of Urban Edge Properties (since 2015)

Biography

Ms. Lane retired in 2002 as managing director and group leader of the global Retailing Investment Banking Group of Merrill Lynch & Co., Inc. (Merrill Lynch), an investment banking firm. Prior to joining Merrill Lynch in 1997, she was a managing director at Salomon Brothers, Inc., an investment banking firm, where she founded and led the retail industry investment banking unit, having joined Salomon Brothers in 1989.

Qualifications

Ms. Lane has 26 years of leadership experience with financial services, capital markets, finance and accounting, capital structure, and acquisitions and divestitures in the financial services industry, as well as extensive experience in management, leadership and strategy. Ms. Lane served as a managing director and group leader of the global Retailing Investment Banking Group at Merrill Lynch from 1997 until her retirement in 2002. In that role, she led and worked on mergers and acquisitions and equity and debt transactions for a wide range of major retailers. Prior to joining Merrill Lynch, she was a managing director at Salomon Brothers, Inc., which she joined in 1989 and where she founded and led the retail industry investment banking unit. Ms. Lane has a MBA from the Wharton School of Business.

James L. Robo

Age: 56

Director Since: 2012

Biography

Mr. Robo has been chairman of the board since December 2013, and president and chief executive officer, and a director, of NextEra Energy since July 2012. He is also chairman of NextEra Energy s subsidiary, FPL (which has no publicly-traded stock). Prior to his succession to the role of chief executive officer, he served as president and chief operating officer of NextEra Energy since 2006. Mr. Robo joined NextEra Energy as vice president of corporate development and strategy in March 2002 and became president of NextEra Energy Resources later in 2002. Mr. Robo is chairman of the board and chief executive officer of NextEra Energy Partners, LP (NEP), a publicly-traded limited partnership formed by the Company (and in which the Company owns an underlying approximate 65.3% economic interest as of March 26, 2019).

Public Company Boards:

NextEra Energy Partners, LP (since 2017)

J.B. Hunt Transport Services, Inc. (since 2002, lead independent director since 2012)

Qualifications

Mr. Robo, NextEra Energy s chairman, president and chief executive officer, previously served as the Company s vice president of corporate development and strategy, as president of NextEra Energy s competitive energy subsidiary, NextEra Energy Resources, and as the Company s chief operating officer. As a result of his service in his current and prior positions, Mr. Robo has extensive experience in operations, finance, strategic planning, risk management and mergers and acquisitions. He also has experience in financial and risk oversight, both through his position with the Company and his service as chairman of the audit committee of another public company, and in corporate governance, through his service as lead independent director and a member of the nominating and corporate governance committee of the board of that public company. Prior to joining NextEra Energy, Mr. Robo was president and chief executive officer of a major division of General Electric Capital Corporation, a subsidiary of General Electric Company (GE). He also served as chairman and CEO of GE Mexico and was a member of the GE corporate development team. Prior to joining GE, he was vice president of Strategic Planning Associates, a management consulting firm. Mr. Robo has a Bachelor of Arts degree from Harvard College and a MBA from Harvard Business School.

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Rudy E. Schupp

Age: 68

Director Since: 2005

Biography

Mr. Schupp is retired. He served as president of Valley National Bancorp and chief banking officer of Valley National Bank until his retirement in January 2018. He previously served as president Florida Division of Valley National Bank from November 2014 until January 2017 and as president and chief executive officer, and a director, of 1st United Bank, a banking corporation headquartered in Boca Raton, Florida, and chief executive officer and a director of its publicly-held parent company, 1st United Bancorp, Inc., from mid-2003 until its sale to Valley National in November 2014. He was the chairman, president and chief executive officer of Republic Security Bank headquartered in West Palm Beach, Florida from 1984 until March 2001, and the chairman, president and chief executive officer of its parent company, Republic Security Financial Corporation (RSFC), from 1985 until March 2001, when RSFC was acquired by Wachovia Corporation. Following the acquisition, he served as Chairman of Florida Banking of Wachovia Bank, N.A. until December 2001. From March 2002 until March 2003, Mr. Schupp served as managing director of Ryan Beck & Co., an investment banking and brokerage company. He served as a director of the Federal Reserve Bank of Atlanta from January 2007 to December 2014.

Qualifications

Mr. Schupp has 34 years of leadership experience as a chief executive officer of both public and private banking organizations and has experience in reviewing the financial statements of complex businesses, mergers and acquisitions, developing and implementing capital raising strategies, strategic planning and expertise in Florida-based customers and business conditions. In addition, he has experience in such areas as macroeconomic policy, community and economic development and government regulation gained from his service as a director of the Federal Reserve Bank of Atlanta.

John L. Skolds

Age: 68

Director Since: 2012

Biography

Mr. Skolds is retired. He served as executive vice president of Exelon Corporation, an energy service provider (Exelon), and president of Exelon Energy Delivery from December 2003 until his retirement in September 2007. He also served as president of Exelon Generation from March 2005 to September 2007. From March 2002 to December 2003, Mr. Skolds served as senior vice president of Exelon and president and chief nuclear officer of Exelon Nuclear. Mr. Skolds was a director of Constellation Energy Group from 2007 until its merger with Exelon in March 2012.

Qualifications

Mr. Skolds has extensive leadership experience in the operation and management of nuclear power generation facilities and utilities and in financial and strategic planning. He retired as executive vice president of Exelon, a utility services holding company, and president of Exelon Energy Delivery and Exelon Generation. Earlier in his career, Mr. Skolds worked at SCANA Corporation, an energy-based holding company, in a number of capacities, including president and chief operating officer of South Carolina Electric and Gas. Mr. Skolds also served on the boards of the Institute for Nuclear Power Operations and the Nuclear Energy Institute. Mr. Skolds is a graduate of the United States Naval Academy and spent over five years in the Navy where, among other duties, he operated nuclear submarines. Mr. Skolds also holds a MBA from the University of South Carolina.

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William H. Swanson

Age: 70

Director Since: 2009

Public Company Boards:

The TJX Companies, Inc. (2015 2016)

Biography

Mr. Swanson is the retired chairman of the board and chief executive officer of Raytheon Company (Raytheon), a technology and innovation leader specializing in defense, security and civil markets throughout the world. He was Raytheon s chief executive officer from July 2003 to March 2014 and served as chairman of the board from January 2004 until his retirement in September 2014. Before assuming those positions, he served as president of Raytheon from July 2002 to May 2004, as executive vice president of Raytheon and president of its Electronic Systems division from January 2000 to July 2002, and as executive vice president of Raytheon and chairman and chief executive officer of Raytheon Systems Company from January 1998 to January 2000. Mr. Swanson joined Raytheon in 1972 and held a wide range of leadership positions with the company.

Qualifications

Mr. Swanson has 42 years of leadership experience at Raytheon, a complex public company with international operations. Mr. Swanson served 10 years as Raytheon s chairman of the board and 10 years as its chief executive officer. He has extensive experience in strategic planning, operations and management, global business operations and complex technologies. He holds a bachelor s degree in industrial engineering from California Polytechnic State University.

Hansel E. Tookes, II

Age: 71

Director Since: 2005

Public Company Boards:

Corning Incorporated

Biography

Mr. Tookes is retired. Mr. Tookes served in senior executive positions with Raytheon, a technology and innovation leader specializing in defense, security and civil markets throughout the world, from 1999 until December 2002. He joined Raytheon in 1999 as president and chief operating officer of Raytheon Aircraft Company, was appointed chairman and chief executive officer of Raytheon Aircraft Company in 2000, and became president of Raytheon International in 2001. From 1980 until joining Raytheon, Mr. Tookes held a variety of leadership positions with United Technologies Corporation, including service as president of Pratt & Whitney s Large Military Engines Group.

Qualifications

Mr. Tookes has many years of operational leadership in senior management positions at large international public companies, which provided him with leadership, financial and global experience, as well as substantial leadership experience in the management of complex technology businesses. His science, engineering and business education and training have provided him with knowledge relevant to the operation of the Company s

(since 2001) Harris Corporation (since 2005) Ryder System, Inc. (since 2002)	businesses. His public company board experience includes service on the audit, finance, compensation, governance and nominating and business ethics committees of various public companies.

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Darryl L. Wilson

Age: 55

Director Since: October 2018

Biography

Mr. Wilson was vice president, commercial of GE Power, a business of GE, from June 2017 until his retirement in December 2017. From January 2016 to June 2017, he was vice president & chief commercial officer of GE Energy Connections and, from January 2013 to January 2016, he was vice president & chief commercial officer of GE Distributed Power. From July 2008 to January 2013, he was president & chief executive officer of GE Aeroderivative Products. Other prior responsibilities include serving as the president & chief executive officer of GE Consumer & Industrial Asia & India based in Shanghai, China.

Qualifications

Mr. Wilson has extensive leadership experience in operations and commercial management in global manufacturing and services businesses as a result of his senior leadership roles for a global manufacturer and service provider of electrical power generation and distribution equipment. He also has extensive experience leading and managing commercial and manufacturing operations outside the U.S. for a consumer and industrial electrical equipment manufacturer.

Unless you specify otherwise in your voting instructions, your proxy will be voted **FOR** election of each of the nominees.

The Board unanimously recommends a vote FOR the election of all nominees

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Proposal 2: Ratification of appointment of Deloitte & Touche LLP as NextEra Energy s independent registered public accounting firm for 2019

The Audit Committee appoints the Company s independent registered public accounting firm. It has appointed Deloitte & Touche LLP (Deloitte & Touche) as the independent registered public accounting firm for the fiscal year ending December 31, 2019 to audit the accounts of the Company and its subsidiaries, as well as to provide its opinion on the effectiveness of the Company s internal control over financial reporting. The members of the Audit Committee and the Board believe that the continued retention of Deloitte & Touche as the Company s independent registered public accounting firm is in the best interests of the Company and its shareholders.

Although ratification is not required, the Board is submitting the selection of Deloitte & Touche to shareholders as a matter of good corporate practice. If the shareholders do not ratify the appointment, the appointment will be reconsidered by the Audit Committee, although the Audit Committee may nonetheless decide to retain Deloitte & Touche as NextEra Energy s independent registered public accounting firm. Even if the appointment is ratified, the Audit Committee in its discretion may terminate the service of Deloitte & Touche at any time during the year if it determines that the appointment of a different independent registered public accounting firm would be in the best interests of NextEra Energy and its shareholders. Additional information on audit-related matters may be found beginning on page 29 of this proxy statement.

Representatives of Deloitte & Touche are expected to be present at the annual meeting and will have an opportunity to make a statement and respond to appropriate questions from shareholders at the meeting.

Unless you specify otherwise in your voting instructions, your proxy will be voted **FOR** ratification of appointment of Deloitte & Touche as NextEra Energy s independent registered public accounting firm for 2019.

The Board unanimously recommends a vote FOR ratification of appointment of Deloitte & Touche LLP as NextEra Energy s independent registered public accounting firm for 2019

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Proposal 3: Approval, by non-binding advisory vote, of NextEra Energy s compensation of its named executive officers as disclosed in this proxy statement

The Company is asking shareholders to cast an advisory vote on the compensation of the Company s named executive officers (NEOs), which is commonly called a say-on-pay vote, pursuant to section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act). Although this vote is not binding, it will provide information to the Compensation Committee regarding investor sentiment about the Company s executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when making future determinations regarding NEO compensation. The Company plans to give shareholders the opportunity to cast an advisory vote on this matter annually. Following the vote on this proposal, the next opportunity will occur in connection with the Company s 2020 annual meeting.

The Company asks shareholders to approve this proposal by approving the following non-binding resolution:
RESOLVED, that the shareholders of NextEra Energy, Inc. approve, on an advisory basis, the compensation paid to the Company s NEOs, as disclosed in this proxy statement for the 2019 annual meeting of shareholders, including the *Compensation Discussion & Analysis* section, the compensation tables and the accompanying narrative discussion.

The fundamental objective of NextEra Energy s executive compensation program is to motivate and reward actions that will increase shareholder value, particularly over the longer term. The Compensation Committee believes the Company s executive compensation program reflects a strong *pay-for-performance* philosophy and is well-aligned with the short-term and long-term interests of shareholders and other important Company stakeholders, including customers and employees. A significant portion of each NEO s total compensation opportunity is performance-based and carries both upside and downside potential.

The *Executive Compensation* section of the proxy statement, beginning on page 32, provides a detailed discussion of the Company s compensation program for its NEOs. The discussion reflects that NextEra Energy s compensation program has been achieving its objective. For example, the chart below compares the Company s TSR for the 1-, 3-, 5- and 10-year periods ended December 31, 2018 to the TSRs of the S&P 500 Electric Utilities Index, the S&P 500 Utilities Index, the UTY and the S&P 500. NextEra Energy outperformed *all* of these indices over all of the periods shown. NextEra Energy s outperformance over all these periods in comparison to others in its industry, and over the 1-, 3-, 5- and 10-year periods in comparison to the S&P 500, was substantial.

NextEra Energy Total Shareholder Return Through 12-31-18 vs. Various Indices(1)

	1-year TSR	**3-year TSR**	**5-year TSR**	**10-year TSR**
NextEra Energy	14%	82%	134%	380%
S&P 500 Electric Utilities Index, total return	4%	33%	65%	129%
S&P 500 Utilities Index, total return	4%	36%	67%	170%
UTY, total return	4%	37%	66%	154%
S&P 500, total return	(4%)	30%	50%	243%

(1) Source: FactSet Research Systems Inc.; except UTY, source: Bloomberg

Unless you specify otherwise in your voting instructions, your proxy will be voted **FOR** approval, by non-binding advisory vote, of NextEra Energy s compensation of its NEOs as disclosed in this proxy statement.

The Board unanimously recommends a vote FOR approval, by non-binding advisory vote, of NextEra Energy s compensation of its named executive officers as disclosed in this proxy statement

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Proposal 4: Shareholder proposal

In accordance with Securities and Exchange Commission (SEC) regulations, the text of the shareholder proposal and supporting statement appear exactly as received by the Company. The shareholder proposal may contain assertions about the Company or other matters that the Company believes are incorrect, but the Company has not attempted to refute all of those assertions. All statements contained in the shareholder proposal and supporting statement are the sole responsibility of the proponent. The Company disclaims responsibility for the content of the proposal and the supporting statement.

The Comptroller of the State of New York, Thomas P. DiNapoli, 59 Maiden Lane, 30th Floor, New York, NY 10038, is the trustee of the New York State Common Retirement Fund (the Fund) and has given the Company notice that he intends to present this proposal at the annual meeting on behalf of the Fund. The Fund represented that it held a total of 1,410,600 shares of common stock as of the date the proposal was submitted.

Proposal 4 Political Contributions Disclosure

Resolved, that the shareholders of NextEra Energy, Inc. (Company) hereby request that the Company provide a public report, updated semiannually, disclosing the Company s:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.

2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:

   a. The identity of the recipient as well as the amount paid to each; and

   b. The title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company s website within 12 months from the date of the annual meeting. This proposal does not encompass lobbying spending.

Supporting Statement

As long-term shareholders of NextEra Energy, Inc., we support transparency and accountability in corporate spending on political activities. These include any activities considered intervention in any political campaign under the Internal Revenue Code, such as direct and indirect contributions to political candidates, parties, or organizations; independent expenditures; or electioneering communications on behalf of federal, state or local candidates.

Disclosure is in the best interest of the company and its shareholders. Moreover, the Supreme Court s *Citizens United* decision recognized the importance of political spending disclosure for shareholders when it said, [D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages. Gaps in transparency and accountability may expose the company to reputational and business risks that could threaten long-term shareholder value.

Relying on publicly available data does not provide a complete picture of the Company s political spending. For example, the Company s payments to trade associations used for political activities are undisclosed and unknown. In some cases, even management does not know how trade associations use their company s money politically. The proposal asks the Company to disclose all of its political spending, including payments to trade associations and other tax-exempt organizations used for political purposes. This would bring our Company in line with a growing number of leading companies that support political disclosure and accountability and present this information on their websites.

The Company s Board and its shareholders need comprehensive disclosure to be able to fully evaluate the political use of corporate assets. We urge your support for this critical governance reform.

Political Contributions Disclosure Proposal 4

The Board unanimously recommends a vote AGAINST the foregoing proposal for the following reasons:

The Board believes that adopting the shareholder proposal would not be in the best interests of the Company or its shareholders.

The very same proposal from the same proponent was defeated by the Company s shareholders at the 2015, 2016, 2017 and 2018 annual meetings of shareholders.

The same proposal was presented on behalf of the Fund at the Company s 2015, 2016, 2017 and 2018 annual meetings of shareholders and the Company s shareholders rejected this proposal with 60.4%, 57.3%, 58.8% and 56.8%, respectively, of votes cast voting against the proposal.

In 2017, NextEra Energy updated its website to provide additional information related to political contributions.

The Company updated its website to place filed lobbying reports directly on the Company s website. As a result, much of the information requested in the shareholder proposal is now available directly on the Company s website. The Company also added additional navigation links to provide easier access to the political contributions policy and information.

NextEra Energy needs to be an effective participant in the legislative and regulatory process.

The Company is closely regulated and subject to legislation that can impact the Company s operations and profitability. The Board believes that it is in the best interests of the Company s shareholders for NextEra Energy to be an effective participant in the political process. Laws and policies enacted and adopted by federal, state and local authorities can have a significant impact on the Company and its customers, employees and shareholders. NextEra Energy s active participation in political processes and public policy discussions is appropriate to ensure that public officials are informed about key issues that affect the Company s interests and those of its customers, employees and shareholders and of the communities the Company serves.

NextEra Energy already has a Political Contributions Policy and its political contributions are regulated by the government.

NextEra Energy maintains a rigorous compliance process to ensure that the Company s political activities are lawful, properly disclosed and aligned with its Code of Business Conduct & Ethics. Political contributions are also subject to comprehensive regulation by federal, state and local governments with detailed disclosure requirements, including requirements to file reports with appropriate state and federal agencies on lobbying-related activities and expenditures. NextEra Energy is committed to compliance with all such applicable laws.

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The proposal is unnecessary and duplicative because NextEra Energy s political contributions are already subject to extensive disclosure requirements.

NextEra Energy s publicly available Political Contributions Policy discloses the process for and the titles of the individuals responsible for authorizing contributions pursuant to this policy. NextEra Energy already reports corporate lobbying-related activities and expenditures as required to appropriate federal, state and local agencies. Information about the Political Contributions Policy and NextEra Energy s political action committee (PAC) contributions and current lobbying activities can be found on the Company s website at *http://www.investor.nexteraenergy.com/corporate-governance/political-engagement-policy* and in reports filed with various state and federal agencies, which are also available through links on the Company s website.

Adopting the proposal would not be the best use of NextEra Energy s resources because adequate disclosure already exists.

Since disclosure of the Company s policies and procedures regarding lobbying activities, business associations and PAC contributions are already readily available to the public and Company shareholders, the Company believes that the additional reports requested in the proposal could result in an unnecessary and unproductive use of the Company s resources.

Additional disclosure requirements could hinder the Company s ability to pursue its business and strategic objectives.

Subjecting the Company to additional disclosure requirements could hinder the Company s ability to pursue its business and strategic objectives. Such additional disclosure would make it easier for competitors and others to discern the Company s public policy and political strategies and implement strategies opposed to the Company s public policy goals, which could prevent the achievement of such goals and negatively affect the Company, its operations and its results. NextEra Energy believes that its responsible participation in the political process and its prudent expenditures in connection with such participation are in the best interests of the Company, its shareholders and its customers.

Unless you specify otherwise in your voting instructions, your proxy will be voted **AGAINST** proposal 4.

For the above reasons, the Board unanimously recommends a vote AGAINST this proposal

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Information About NextEra Energy and Management

Section 16(a) Beneficial Ownership Reporting Compliance

The Company s directors and executive officers are required to file initial reports of ownership and reports of changes of their beneficial ownership of NextEra Energy common stock with the SEC pursuant to Section 16(a) of the Exchange Act. Based solely upon a review of these filings and written representations from the directors and executive officers that no other reports were required of them, the Company believes that all required filings were timely made in 2018.

The Company s Security Trading Policy

The Company s Security Trading Policy (the Trading Policy) prohibits hedging transactions with respect to securities of the Company. The Trading Policy provides in relevant part as follows: *Additional Prohibited Transactions*. The Company considers it improper and inappropriate for any Company insider to engage in short-term or speculative transaction in the Company s securities. It therefore is the Company s policy that insiders may not engage in any of the following transactions: ***Hedging Transactions.*** Certain forms of hedging or monetization transactions with respect to the Company s securities, such as prepaid variable forwards, equity swaps and collars, allow an insider to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the insider to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the insider may no longer have the same objectives as the Company s other shareholders. Therefore, these transactions are prohibited under this Policy .

Common Stock Ownership of Certain Beneficial Owners and Management

The following table shows the beneficial ownership of NextEra Energy common stock as of December 31, 2018 by the only persons known by the Company to own beneficially more than 5% of the outstanding shares of the Company s common stock based on 478,892,504 shares outstanding as of March 26, 2019.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355(2)	42,621,224(1)	8.9%
BlackRock, Inc. 55 East 52nd Street	37,651,697(2)	7.9%

New York, NY 10055(1)		
State Street Corporation		
State Street Financial Center		
One Lincoln Street		
Boston, MA 02111(3)	24,037,752(3)	5.0%

(1) This information has been derived from a statement on Schedule 13G/A of The Vanguard Group, filed with the SEC on February 11, 2019. As of December 31, 2018, The Vanguard Group, an investment adviser, reported that it had sole dispositive power with respect to 41,829,645 shares reported as beneficially owned; shared dispositive power with respect to 791,579 shares reported as beneficially owned; sole voting power as to 641,119 shares reported as beneficially owned; and shared voting power as to 249,691 shares reported as beneficially owned.

(2) This information has been derived from a statement on Schedule 13G/A of BlackRock, Inc., filed with the SEC on February 6, 2019. As of December 31, 2018, BlackRock, Inc., a parent holding company, reported that it had sole dispositive power with respect to all of the shares reported as beneficially owned and sole voting power as to 33,235,813 of such shares.

(3) This information has been derived from a statement on Schedule 13G of State Street Corporation, filed with the SEC on February 14, 2019. As of December 31, 2018, State Street Corporation, a parent holding company, reported that it had shared dispositive power with respect to 24,033,276 shares reported as beneficially owned and shared voting power with respect to 22,019,460 shares reported as beneficially owned.

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The table below shows the number of shares of NextEra Energy common stock beneficially owned as of March 26, 2019 by each of NextEra Energy s directors (all of whom are nominees for director) and NEOs and by all directors and executive officers as a group. As of March 26, 2019, all directors and executive officers as a group beneficially owned less than 1% of NextEra Energy common stock. No shares are pledged as security.

	Common Stock Beneficially Owned			
Name	**Shares Owned(1)**	**Shares Which May Be Acquired Within 60 Days(2)**	**Total Shares Beneficially Owned(3)**	**Phantom/Deferred Shares(4)**
Sherry S. Barrat	30,811	2,653	33,464	14,685
James L. Camaren	33,710	0	33,710	7,204
Kenneth B. Dunn	17,370	0	17,370	0
Naren K. Gursahaney	4,690	2,570	7,260	0
Kirk S. Hachigian	7,470	0	7,470	0
Toni Jennings	21,010	0	21,010	0
John W. Ketchum	35,888	42,688	78,576	2,762
Amy B. Lane	4,400	3,365	7,765	0
Manoochehr K. Nazar	114,055	184,946	299,001	10,759
Armando Pimentel, Jr.(5)	74,098	197,589	271,687	8,929
James L. Robo	354,857(6)	684,574	1,039,431	256,733
Rudy E. Schupp	20,810(7)	0	20,810	0
Eric E. Silagy	42,319	106,046	148,365	5,753
John L. Skolds	10,070	0	10,070	0
William H. Swanson	27,130	0	27,130	0
Hansel E. Tookes, II	1,811	23,010	24,821	0
Darryl L. Wilson	1,390	0	1,390	222
	990,046	1,286,624	2,276,670	318,264

All directors and executive officers as a group (24 persons)	

(1) Includes shares of restricted stock (performance-based for executive officers) for Messrs. Ketchum (3,896), Nazar (5,507), Pimentel (3,378), Robo (5,778) and Silagy (7,281), as well as for Mrs. Barrat (7,800), Ms. Lane (1,310) and Messrs. Camaren (3,200) and Gursahaney (590), and a total of 64,493 shares of restricted stock for all directors and executive officers as a group. The holders of such shares of restricted stock have voting power, but not dispositive power.

(2) Includes, for executive officers, shares which may be acquired as of or within 60 days after March 26, 2019, upon the exercise of stock options and, for directors, shares payable under the Company s Deferred Compensation Plan, amended and restated effective January 1, 2003 (the Frozen Deferred Compensation Plan) or the NextEra Energy, Inc. Deferred Compensation Plan effective January 1, 2005, as amended and restated through February 11, 2016, as amended (the Successor Deferred Compensation Plan), the receipt of which has been deferred until the first day of the month after termination of service as a Board member, except for Mr. Wilson, the receipt of which has been deferred until the first day of the year after termination of service as a Board member. The Frozen Deferred Compensation Plan and the Successor Deferred Compensation Plan are collectively referred to as the Deferred Compensation Plan.

(3) Represents the total number of shares listed under the columns Shares Owned and Shares Which May Be Acquired Within 60 Days. Under SEC rules, beneficial ownership as of any date includes any shares as to which a person, directly or indirectly, has or shares voting power or dispositive power and also any shares as to which a person has the right to acquire such voting or dispositive power as of or within 60 days after such date through the exercise of any stock option or other right.

(4) Includes phantom shares under the FPL Group, Inc. Supplemental Executive Retirement Plan, amended and restated effective April 1, 1997 (the Frozen SERP), and the NextEra Energy, Inc. (f/k/a FPL Group, Inc.) Supplemental Executive Retirement Plan, amended and restated effective January 1, 2005 (the Restated SERP). The Frozen SERP and the Restated SERP are collectively referred to as the SERP. Also includes, for Mr. Robo, 72,968 shares held by the trustee of a grantor trust pursuant to a deferred stock grant made under the LTIP, as to which he has neither voting nor dispositive power, 47,131 shares, the receipt of which is deferred pursuant to the terms of a deferred stock grant under the NextEra Energy, Inc. Amended and Restated 2011 Long Term Incentive Plan (2011 LTIP), and 107,511 shares, the receipt of which is deferred pursuant to an election made under the NextEra Energy, Inc. Deferred Compensation Plan.

(5) Mr. Pimentel retired as President and CEO of NextEra Energy Resources in March 2019 and, therefore, is not included in the group total.

(6) Includes 104,842 shares held by Mr. Robo s spouse s gifting trusts, the trustee of which is Mr. Robo, 107,632 shares held by the James L. Robo Gifting Trust, the trustee of which is Mr. Robo s spouse, and 20,000 shares owned by Mr. Robo s spouse.

(7) Includes 200 shares owned by Mr. Schupp s spouse, as to which Mr. Schupp disclaims beneficial ownership.

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Corporate Governance and Board Matters

Corporate Governance Principles & Guidelines/Code of Ethics

The Board has adopted Governance Guidelines that set forth expectations for directors, director independence standards, board committee structure and functions and other policies for the Company s governance. NextEra Energy has adopted a Code of Business Conduct & Ethics applicable to all representatives of NextEra Energy and its subsidiaries, including directors, officers and employees, as well as a Code of Ethics for Senior Executive and Financial Officers (Senior Code), which applies to certain senior executive officers. These documents are available on the Company s website at *www.investor.nexteraenergy.com/corporate-governance*. Any amendments or waivers of the Senior Code will be disclosed at this website address.

Director Independence

The Board conducts an annual review regarding the independence from the Company s management of each of its members and, in addition, assesses the independence of any new member at the time that the new member is considered for appointment or nomination for election to the Board. In assessing independence, the Board considers all relevant facts and circumstances and the standards established by the New York Stock Exchange (NYSE) and also set forth or referred to in the Governance Guidelines. The NYSE standards and the Governance Guidelines require that NextEra Energy have a majority of independent directors and that the Board must affirmatively determine that each director has no material relationship with the Company in order to determine that the director is independent. Material relationships for this purpose may include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others.

Based on its review, the Board determined that Sherry S. Barrat, James L. Camaren, Kenneth B. Dunn, Naren K. Gursahaney, Kirk S. Hachigian, Toni Jennings, Amy B. Lane, Rudy E. Schupp, John L. Skolds, William H. Swanson, Hansel E. Tookes, II and Darryl L. Wilson, constituting all 12 non-employee directors, are independent under the NYSE standards and the Governance Guidelines.

In determining that Mr. Schupp is independent, the Board considered that a NextEra Energy subsidiary has employed Mr. Schupp s son since June 2011 in non-executive business roles, for total compensation in 2018 of approximately $173,000. In determining that Mr. Gursahaney is independent, the Board considered that, in 2018, a NextEra Energy subsidiary purchased electrical transformers, through transactions determined by competitive bids, from a manufacturer in which Mr. Gursahaney s sister-in-law is an owner and in which Mr. Gursahaney has no interest of any nature.

Board Leadership Structure

The Board believes that the decision as to who should serve as chairman and as CEO, and whether the offices should be combined or separate, is properly the responsibility of the Board to be exercised from time to time in appropriate consideration of the Company s then-existing characteristics or circumstances. In view of the Company s operating record, including its role as a national leader in renewable energy generation, and the operational and financial opportunities and challenges faced by the Company, the Board s judgment is that the functioning of the Board is generally best served by maintaining a structure of having one individual serve as both chairman and CEO. The Board believes that having a single person acting in the capacities of chairman and CEO promotes unified leadership and direction for the Board and executive management and allows for a single, clear focus for the chain of command to execute the Company s strategic initiatives and business plans and to address its challenges. However, in certain circumstances, such as the transition from one CEO to another, the Board believes that it may be appropriate for the roles of the CEO and the chairman to be separated.

The Board has an independent Lead Director selected by and from the independent directors (with strong consideration given to present and past committee chairs). The Lead Director serves a two-year term

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commencing on the date of the Company s annual meeting of shareholders. Unless the independent directors determine otherwise due to particular circumstances, no director will serve as the Lead Director for more than one two-year term on a consecutive basis. In 2016, the independent directors selected Sherry S. Barrat to serve as the Lead Director until the 2018 annual meeting of shareholders. At a meeting of the Board held in connection with the 2018 annual meeting of shareholders, the independent directors chose Rudy E. Schupp as the Company s Lead Director, so that at all times an independent Lead Director has continually served on the Board.

The Lead Director has the following duties and authorities:

- act, on a non-exclusive basis, as liaison between the independent directors and the chairman;
- approve the Board agenda and information sent to the Board;
- preside at Board meetings in the absence of the chairman and to chair executive sessions of the non-management directors;
- approve meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- call executive sessions of the independent directors;
- if requested by major shareholders, be available, when appropriate, for consultation and direct communication consistent with the Company s policies regarding communications with shareholders;
- communicate Board member feedback to the CEO; and
- have such other duties as may from time to time be assigned by the Board.

The Board believes that having an independent Lead Director, regular Board and committee executive sessions, a substantial majority of independent directors and the corporate governance structures and processes described in this proxy statement allow the Board to maintain effective oversight of management.

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Board Role in Risk Oversight

The Board discharges its risk oversight responsibilities primarily through its committees. The Board exercises its role in risk oversight in a variety of ways, including the following:

Audit Committee	Oversees the integrity of the Company s financial statements, the independent auditor s qualifications and independence, the performance of the Company s internal audit function and the Company s accounting and financial reporting processes
	Oversees compliance with legal and regulatory requirements
	Discusses with management the Company s policies with respect to risk assessment and risk management
	Reviews and discusses the Company s major financial risk exposures and the steps management has taken to monitor and control those exposures
	Ensures that risks identified from time to time as major risks are reviewed by the Board or a Board committee
Finance & Investment Committee	Reviews and monitors the Company s financing plans
	Reviews and makes recommendations regarding the Company s dividend policy
	Reviews risk management activities and exposures related to the Company s energy trading and marketing operations
	Reviews the Company s major insurance lines

	Oversees the risks associated with financing strategy, financial policies and the use of financial instruments, including derivatives
Nuclear Committee	Reviews the safety, reliability and quality of nuclear operations Reviews reports issued by external oversight groups Reviews the Company s long-term strategies and plans related to its nuclear operations
Compensation Committee	Oversees compensation-related risks, including annually reviewing management s assessment of risks related to employee compensation programs Oversees the compensation risk mitigation practices and controls that the Company has in place

NextEra Energy s CEO, as the Company s chief risk officer, together with other members of the Company s senior management team, oversees the execution and monitoring of the Company s risk management policies and procedures. NextEra Energy s management maintains a number of risk oversight committees that assess operational and financial risks throughout the Company. NextEra Energy also has a Corporate Risk Management Committee, composed of senior executives, that assesses the Company s strategic risks and the strategies employed to mitigate those risks. The Board committees discussed above meet periodically with the Company s senior management team to review the Company s risk management practices and key findings.

Board Evaluations

Each year the Board engages in a self-evaluation process which is conducted by the Governance & Nominating Committee. Members of the Board are surveyed to assess the effectiveness of the Board s membership and oversight processes and to solicit input from members of the Board for improvements to the Board s functions. With the input of the Governance & Nominating Committee, recommendations from

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Board members are incorporated into Board processes and Board agenda topics. This annual self-evaluation process ensures that the Board periodically considers improvements to Board processes and procedures.

Director Meetings and Attendance

The Board and its committees meet on a regular schedule and also hold special meetings from time to time. Executive sessions of the independent directors are scheduled in the agenda for each regularly-scheduled Board meeting. The Board met six times in 2018. Each director attended 100% of the total number of Board meetings and meetings of the committees on which he or she served during 2018. Absent circumstances that cause a director to be unable to attend the Board meeting held in conjunction with the annual shareholders meeting, Board members are required to attend the annual shareholders meeting. The twelve directors in office at the time attended the 2018 annual meeting of shareholders.

Board Committees

The standing committees of the Board are the Audit Committee, the Compensation Committee, the Governance & Nominating Committee, the Finance & Investment Committee, the Nuclear Committee and the Executive Committee. The committees regularly report their activities and actions to the full Board, generally at the Board meeting next following the committee meeting. Executive sessions are held after each regularly-scheduled committee meeting (other than quarterly earnings review meetings of the Audit Committee) and are chaired by the committee chairs. Each of the committees operates under a charter approved by the Board and each committee (other than the Executive Committee) conducts an annual self-evaluation of its performance. Current copies of the charters of the committees are available on the Company s website at *www.investor.nexteraenergy.com/corporate-governance*. The current membership and primary functions of the committees are described below.

Audit Committee

Members:	**Primary Responsibilities:**	**Meetings in 2018:**
William H. Swanson (Chair) Kenneth B. Dunn Naren K. Gursahaney Toni Jennings John L. Skolds Darryl L. Wilson	Appoints the Company s independent registered public accounting firm and approves all permitted services to be performed by the firm Reviews the independent registered public accounting firm s qualifications, performance and independence Approves the engagement of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services	Eight

All members are independent and financially literate under applicable NYSE and SEC requirements	Assists the Board in overseeing the integrity of the financial statements and compliance with legal and regulatory requirements
Mr. Swanson and Mr. Gursahaney are audit committee financial experts under the definition provided by the SEC	Assists the Board in overseeing the performance of the Company s internal audit function, the accounting and financial reporting processes of the Company and audits of the Company s financial statements
	Establishes procedures for the receipt, retention and treatment of complaints and concerns received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters

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Compensation Committee

Members:	Primary Responsibilities:	Meetings in 2018:
Kirk S. Hachigian (Chair) Sherry S. Barrat James L. Camaren Amy B. Lane Hansel E. Tookes, II *All members meet the NYSE standards for independence*	Reviews and approves corporate goals and objectives relevant to the compensation of the CEO and the other executive officers Evaluates the performance of the CEO in light of those goals and objectives, approves the compensation of the CEO and the other executive officers, approves any compensation-related agreements for the CEO and the other executive officers and makes recommendations to the Board with respect to the non-employee directors compensation Oversees the preparation of the *Compensation Discussion & Analysis* section of this proxy statement and approves the Compensation Committee Report Reviews the results of the Company s shareholder advisory vote on the compensation of its NEOs, makes recommendations to the Board with respect to incentive compensation plans and other equity-based plans and administers the Company s annual and long-term incentive plans and non-employee directors stock plan Retains, and assesses the independence of, any outside compensation consultants engaged to assist in the evaluation of compensation	Four

Governance & Nominating Committee

Members:	Primary Responsibilities:	Meetings in 2018:
Rudy E. Schupp (Chair) James L. Camaren Naren K. Gursahaney	Reviews the size and composition of the Board, identifies and evaluates potential nominees for election to the Board and recommends candidates for all directorships to be elected by shareholders or appointed by the Board	Three

Kirk S. Hachigian	
Toni Jennings	Reviews the Governance Guidelines, the Related Person Transactions Policy and the content of the Code of Business Conduct & Ethics and the Senior Code and recommends any proposed changes to the Board
All members meet the NYSE standards for independence	Oversees the evaluation of the Board
	Makes recommendations to the Board regarding the business of the annual meeting of shareholders, as well as with respect to shareholder proposals that may be considered at the annual meeting

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Finance & Investment Committee

Members:	Primary Responsibilities:	Meetings in 2018:
Amy B. Lane (Chair) Sherry S. Barrat Kenneth B. Dunn Rudy E. Schupp William H. Swanson Hansel E. Tookes, II *All members meet the NYSE standards for independence*	Reviews and monitors the Company s financing plans Reviews and makes recommendations to the Board regarding the Company s dividend policy Reviews the Company s risk management activities and exposures related to its energy trading and marketing operations Reviews certain proposed capital expenditures Reviews the performance of the Company s pension, nuclear decommissioning and other investment funds	Five

Nuclear Committee

Members:	Primary Responsibilities:	Meetings in 2018:
John L. Skolds (Chair) *Mr. Skolds meets the NYSE standards for independence*	Meets with senior members of the Company s nuclear division Reviews the operation of the Company s nuclear division and makes reports and recommendations to the Board with respect to such matters Reviews, among other matters, the safety, reliability and quality of the Company s nuclear operations and the Company s long-term strategies and plans for its nuclear operations	Four

Executive Committee

Members:	Primary Responsibilities:	Meetings in 2018:
James L. Robo (Chair) Kirk S. Hachigian Amy B. Lane Rudy E. Schupp William H. Swanson	Provides an efficient means of considering such matters and taking such actions as may require the attention of the Board or the exercise of the Board s powers or authorities when the Board is not in session	None

Consideration of Director Nominees

Proxy Access Shareholder Nominees

The Company s recently amended Bylaws permit a shareholder, or a group of up to 20 shareholders, owning continuously for at least three years shares of NextEra Energy representing an aggregate of at least 3% of the Company s outstanding shares to nominate and include in the Company s proxy materials director nominees for up to 20% of the current membership of the Board or two directorships, whichever is greater, provided that the shareholder and nominee satisfy the requirements in the Bylaws. Notice of proxy access director nominees for the 2020 annual meeting of shareholders should be addressed to the Corporate Secretary, NextEra Energy, Inc., P.O. Box 14000, 700 Universe Boulevard, Juno Beach, Florida 33408-0420 and must be received no earlier than November 7, 2019 and no later than the close of business on December 7, 2019. A copy of the Bylaws containing the complete proxy access requirements is available on NextEra Energy s website at *www.investor.nexteraenergy.com/corporate-governance*.

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Other Shareholder Nominees

The policy of the Governance & Nominating Committee is to consider properly submitted shareholder nominations of candidates for membership on the Board. Shareholder nominations are reviewed in the same manner as candidates identified by or recommended to the Governance & Nominating Committee. Any shareholder nominations proposed for consideration by the Governance & Nominating Committee should include the nominee s name and qualifications for Board membership, should include all information that the Company s Bylaws require for director nominations and should be addressed to the Corporate Secretary, NextEra Energy, Inc., P.O. Box 14000, 700 Universe Boulevard, Juno Beach, Florida 33408-0420. A copy of the Bylaws is available on NextEra Energy s website at *www.investor.nexteraenergy.com/corporate-governance*. In order for nominations to be timely under the advance notice requirements of the Bylaws for the 2020 annual meeting, they must be received by February 23, 2020.

Communications with the Board

The Board has established procedures by which shareholders and other interested parties may communicate with the Board, any Board committee, the Lead Director and any one or more of the other directors. Such parties may write to one or more of the directors, care of the General Counsel, NextEra Energy, Inc., P.O. Box 14000, 700 Universe Boulevard, Juno Beach, Florida 33408-0420, or send an e-mail to: boardofdirectors@nexteraenergy.com. They may also contact any member of the Audit Committee with a concern under the Company s Code of Business Conduct & Ethics by calling 561-694-4644.

The Board has instructed the General Counsel to assist the Board in reviewing all written communications to the Board, any Board committee or any director as follows:

Complaints or similar communications regarding accounting, internal accounting controls or auditing matters will be handled in accordance with the NextEra Energy, Inc. and Subsidiaries Procedures for Receipt, Retention and Treatment of Complaints and Concerns Regarding Accounting, Internal Accounting Controls or Auditing Matters.

All other legitimate communications related to the duties and responsibilities of the Board or any committee will be promptly forwarded by the General Counsel to the applicable directors, including, as appropriate under the circumstances, to the chairman of the board, the Lead Director and/or the appropriate committee chair.

All other shareholder, customer, vendor, employee and other complaints, concerns and communications will be handled by management with Board involvement as advisable with respect to those matters that management reasonably concludes to be significant.

Communications that are of a personal nature or not related to the duties and responsibilities of the Board, are unduly hostile, threatening, illegal or similarly inappropriate or unsuitable, are conclusory or vague in nature, or are surveys, junk mail, resumes, service or product inquiries or complaints, or business solicitations or advertisements, generally will not be forwarded to any director unless the director otherwise requests or the General Counsel determines otherwise.

Website Disclosures

NextEra Energy will disclose the following matters, if such matters should occur, on its website at *www.investor.nexteraenergy.com/corporate-governance*.

any contributions by NextEra Energy to tax exempt organizations of which a director of the Company serves as an executive officer exceeding the greater of $1,000,000 or 2% of the organization s revenues in any single fiscal year during the past three fiscal years; and

any Board determination that service by a member of the Company s Audit Committee on the audit committees of more than three public companies does not impair the ability of that individual to serve effectively on the Company s Audit Committee.

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Transactions with Related Persons

In 2007, the Board adopted a Related Person Transactions Policy (the Policy) for the review and approval of Related Person Transactions by the Governance & Nominating Committee. Transactions and series of transactions exceeding $120,000 in any fiscal year involving the Company and in which any Related Person has a direct or indirect material interest are governed by the Policy. Related Persons under the Policy are executive officers, directors and nominees for director of NextEra Energy, any beneficial owner of more than 5% of any class of NextEra Energy s voting securities and any immediate family member of any of the foregoing persons.

In considering whether to approve a Related Person Transaction, the Governance & Nominating Committee (or its Chair, to whom authority has been delegated under certain circumstances) considers such factors as it (or the Chair) deems appropriate, which may include: (1) the Related Person s relationship to NextEra Energy and interest in the transaction; (2) the material facts of the proposed Related Person Transaction, including the proposed value of such transaction or, in the case of indebtedness, the principal amount that would be involved; (3) the benefits to NextEra Energy and its shareholders of the Related Person Transaction; and (4) an assessment of whether the Related Person Transaction is on terms that are comparable to the terms that would be available to an unrelated third party.

The Policy provides for standing approval for certain categories of Related Person Transactions without the need for specific approval by the Governance & Nominating Committee. These categories include (1) certain transactions with other companies where the Related Person s only relationship is as an employee (other than an executive officer), partner or principal, if the aggregate amount involved does not exceed the greater of $1,000,000 or 2% of the other company s gross annual revenues in its most recently-completed fiscal year and (2) charitable contributions, grants or endowments by NextEra Energy to charitable organizations, foundations or universities with which a Related Person s only relationship is as an employee (other than an executive officer) or a trustee, if the aggregate amount involved does not exceed the lesser of $500,000 or 2% of the charitable organization s total annual receipts in its most recently completed fiscal year.

During 2018, three providers of investment management and administrative services to the Company were also beneficial owners of more than 5% of NextEra Energy s outstanding common stock. The nature and value of services provided by these 5% shareholders and their affiliates are described below:

BlackRock provided investment management services to the NextEra Energy, Inc. Employee Pension Plan and the Employee Retirement Savings Plan, money market fund management services to NextEra Energy subsidiaries and investment services to the decommissioning trust funds for NextEra Energy s Duane Arnold and Point Beach nuclear plants; it received fees of approximately $520,696 for such services in 2018;

State Street provided investment management and administrative services to the Company s Employee Pension Plan and Employee Retirement Savings Plan and investment services to the decommissioning trust funds for NextEra Energy s Florida Power & Light, Duane Arnold, Point Beach and Seabrook nuclear plants; it received fees of approximately $1,020,139 for such services in 2018; and

Vanguard provided investment management and administrative services to the Company s Employee Retirement Savings Plan and received fees of approximately $1,249,959 for such services in 2018.

NextEra Energy believes that the terms of the services described above are comparable to the terms that would be available to an unrelated third party under the same or similar circumstances.

During 2018, the adult son of Mr. Rudy E. Schupp was employed by a subsidiary of NextEra Energy as a Project Manager. His total compensation for 2018 was approximately $173,000, and he was eligible for company benefits available to all other employees in a similar position.

During 2018, a NextEra Energy subsidiary purchased electrical transformers, through transactions determined by competitive bids, from a manufacturer in which Mr. Gursahaney s sister-in-law is an owner and in which Mr. Gursahaney has no interest of any nature.

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Audit-Related Matters

Audit Committee Report

The Audit Committee submits the following report for 2018:

In accordance with the written Audit Committee Charter, the Audit Committee assists the Board of Directors (Board) in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Company. During 2018, the Audit Committee met eight times, including four meetings where, among other things, the Audit Committee discussed the interim financial information contained in each quarterly earnings announcement with the chief financial officer, the chief accounting officer and the independent registered public accounting firm prior to public release.

In discharging its oversight responsibility as to the audit process, the Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board (PCAOB) regarding the independent registered public accounting firm s communications with the Audit Committee concerning independence and has discussed with the independent registered public accounting firm the firm s independence. The Audit Committee has reviewed any relationships that may affect the objectivity and independence of the independent registered public accounting firm and has satisfied itself as to the firm s independence. The Audit Committee also discussed with management, the internal auditors and the independent registered public accounting firm the quality and adequacy of the Company s internal controls and the internal audit function s organization, responsibilities, resources and staffing. The Audit Committee reviewed with both the independent registered public accounting firm and the internal auditors their audit plans, audit scope and identification of audit risks.

The Audit Committee discussed and reviewed with the independent registered public accounting firm all communications required by generally accepted auditing standards, including those required to be discussed by PCAOB Auditing Standard No. 1301, Communications with Audit Committees, and discussed and reviewed the results of the firm s audit of the financial statements. The Audit Committee also discussed the results of the internal audit examinations.

The Audit Committee reviewed and discussed the audited financial statements of the Company for the year ended December 31, 2018 with management and the independent registered public accounting firm. Management has the responsibility for the preparation of the Company s financial statements and the independent registered public accounting firm has the responsibility for the audit of those statements.

Based on the above-mentioned review and discussions with management and the independent registered public accounting firm, the Audit Committee recommended to the Board that the Company s audited financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2018, for filing with the Securities and Exchange Commission.

In addition, and in accordance with the Audit Committee Charter, the Audit Committee reviewed and discussed with management and the independent registered public accounting firm management s internal control report, management s assessment of the internal control structure and procedures of the Company for financial reporting and the independent registered public accounting firm s opinion on the effectiveness of the Company s internal control over financial reporting, all as required to be included in the Company s Annual Report on Form 10-K for the year ended December 31, 2018.

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As specified in the Audit Committee Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company s financial statements are complete and accurate and in accordance with generally accepted accounting principles. These are the responsibilities of the Company s independent registered public accounting firm and management. In discharging its duties, the Audit Committee has relied on (1) management s representations to us that the financial statements prepared by management have been prepared with integrity and objectivity and in conformity with generally accepted accounting principles and (2) the report of the independent registered public accounting firm with respect to such financial statements.

Respectfully submitted,

William H. Swanson, Chair

Kenneth B. Dunn

Naren K. Gursahaney

Toni Jennings

John L. Skolds

Darryl L. Wilson

Fees Paid to Deloitte & Touche

The following table presents fees billed for professional services rendered by Deloitte & Touche, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates, for the fiscal years ended December 31, 2018 and 2017.

	2018	**2017**
Audit Fees(1)	$ 6,492,000	$ 6,932,000
Audit-Related Fees(2)(3)	2,638,000	6,743,000
	433,000	135,000

Tax Fees(4)		
All Other Fees(5)	25,000	52,000
Total Fees(2)	$ 9,588,000	$ 13,862,000

(1) Audit Fees consist of fees billed for professional services rendered for the audit of NextEra Energy s and FPL s annual consolidated financial statements for the fiscal year, the reviews of the financial statements included in NextEra Energy s and FPL s Quarterly Reports on Form 10-Q filed during the fiscal year and the audit of the effectiveness of internal control over financial reporting, comfort letters, consents and other services related to SEC matters, services in connection with annual and semi-annual filings of NextEra Energy s financial statements with the Japanese Ministry of Finance and reviews of supplemental schedules.

(2) In 2017, these fees also include amounts billed for professional services rendered to NEP, the Company s publicly traded subsidiary.

(3) Audit-Related Fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of NextEra Energy s and FPL s consolidated financial statements and are not reported under Audit Fees. These fees primarily related to audits of subsidiary financial statements, consultations on transactions, and attestation services.

(4) Tax Fees consist of fees billed for professional services rendered for tax compliance and tax advice and planning. In 2018 and 2017, approximately $360,000 and $12,000, respectively, were paid related to tax advice and planning services. All other tax fees in 2018 and 2017 related to tax compliance services.

(5) All Other Fees consist of fees for products and services other than the services reported under the other named categories. In 2018 and 2017, these fees related to training.

Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services of Independent Registered Public Accounting Firm

In accordance with the requirements of Sarbanes-Oxley, the Audit Committee Charter and the Audit Committee s pre-approval policy for services provided by the independent registered public accounting firm, all services performed by Deloitte & Touche are approved in advance by the Audit Committee. Audit

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and audit-related services specifically identified in an appendix to the pre-approval policy for which the fee is expected to be $250,000 or less are pre-approved by the Audit Committee each year. This pre-approval allows management to obtain the specified audit and audit-related services on an as-needed basis during the year, provided any such services are reviewed with the Audit Committee at its next regularly scheduled meeting. Any audit or audit-related service for which the fee is expected to exceed $250,000, or that involves a service not listed on the pre-approval list, must be specifically approved by the Audit Committee prior to commencement of such service. In addition, the Audit Committee approves all services other than audit and audit-related services performed by Deloitte & Touche in advance of the commencement of such work. The Audit Committee has delegated to the Chair of the Audit Committee the right to approve audit, audit-related, tax and other services, within certain limitations, between meetings of the Audit Committee, provided any such decision is presented to the Audit Committee at its next regularly scheduled meeting. At each Audit Committee meeting (other than meetings held solely to review earnings materials), the Audit Committee reviews a schedule of services and the estimated fees for those services for which Deloitte & Touche has been engaged since the prior Audit Committee meeting under existing pre-approvals. In 2018 and 2017, no services provided to NextEra Energy or FPL by Deloitte & Touche were approved by the Audit Committee after services were rendered pursuant to Rule 2-01(c)(7)(i)(C) of the SEC s Regulation S-X (which provides a waiver of the otherwise applicable pre-approval requirement under certain conditions).

The Audit Committee has determined that the non-audit services provided by Deloitte & Touche during 2018 and 2017 were compatible with maintaining that firm s independence.

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Executive Compensation

Compensation Discussion & Analysis

This compensation discussion and analysis explains our 2018 executive compensation program for the NEOs. The executive compensation program for the Company s NEOs generally applies to the Company s other executive officers. Please read this discussion and analysis together with the tables and related narrative about executive compensation which follow.

Executive Summary

2018 Company Performance and CEO Compensation

NextEra Energy has a strong ***pay for performance*** philosophy that contributed to robust 2018 results. NextEra Energy achieved Company-record adjusted earnings* of $3.673 billion, adjusted EPS* of $7.70 and a 1-year TSR of 14%. NextEra Energy s 2018 TSR outperformed the TSR of the S&P 500 Utilities Index of 4% and the TSR of the S&P 500 Index of -4% for 2018.

These significant accomplishments came as the Company continued to be a leader among the ten largest U.S. utilities (based on market capitalization) in substantially all financial metrics. Among these largest ten U.S. utilities, NextEra Energy ranked #1 for 2-year, 3-year, 5-year, 7-year and 10-year TSR and #1 for 3-year, 5-year, 7-year and 10-year adjusted EPS growth. In 2018, NextEra Energy ranked #1 among U.S. and global utility companies, based on market capitalization.**

In 2019, NextEra Energy was named by Fortune Magazine as the World s Most Admired Electric & Gas Utility for the twelfth time in the last thirteen years. Also in 2019, NextEra Energy was named by the Ethisphere Institute as one of the World s Most Ethical Companies for the twelfth time in thirteen years.

The returns that NextEra Energy generated for its shareholders were attributable to outstanding 2018 performance by the Company s two principal operating businesses, FPL and NextEra Energy Resources. Some of the Company s many operational and financial achievements in 2018 include:

FPL:

- achieved best-ever performance in minutes of service unavailability per customer and best-ever average number of momentary interruptions per customer;

- among the lowest typical residential customer bill in Florida and customer bills that are about 30% below the latest national average;

- delivered best-in-class performance in per-customer operations & maintenance (O&M) expense and top-decile overall fossil fleet generation availability of 91.9%;

ranked 2nd by JD Power for highest residential customer satisfaction among large utilities in the South; and

achieved top-decile business and residential customer satisfaction scores.

NextEra Energy Resources:

originated 6,185 megawatts of renewables, an all-time record for the Company and the industry and nearly twice the Company s previous record set in 2017;

continued market leadership in North American wind generation, with approximately 2,632 megawatts of new wind projects added and 1,283 megawatts of wind repowering projects added to its backlog;

* This measure is not a financial measure calculated in accordance with accounting principles generally accepted in the United States of America (GAAP). See Appendix A to this proxy statement for a reconciliation of this non-GAAP financial measure to the most directly comparable GAAP financial measure.

**Market capitalization is as of December 31, 2018; rankings are sourced from FactSet Research Systems Inc.

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delivered strong performance in solar development, adding 2,270 megawatts of solar development and won 19% of market share of 2018 U.S. signed power purchase agreements;

reduced wind O&M per megawatt hour (MWh) by 16% and nuclear O&M per MWh by 8%; and

achieved top-decile overall equivalent forced outage rate (EFOR) of 1.69%.

Ultimately, the Company s financial and operational performance is reflected in the increased value of its common stock. As the following table illustrates, TSR over the three-year period from December 31, 2015 to December 31, 2018 was 82%, meaning that an investment of $100 in NextEra Energy common stock on December 31, 2015 was worth $181.88 on December 31, 2018. The CEO s total direct compensation over the same period was well-aligned with TSR.

While our executive compensation program is designed to tie compensation to performance, some performance metrics on which our CEO s compensation is based are intentionally designed to result in value creation over an extended period of time as opposed to on an annual basis. As a result, CEO compensation may not precisely parallel TSR in any given period. CEO compensation may lag corporate performance in certain years and it may outpace corporate performance in other years. Although absolute alignment between pay and performance in each year may not be achieved and, in any event, may not be appropriate, the Compensation Committee believes that, over time, the Company s executive compensation program rewards superior performance, provides a disincentive for performance that falls short of expectations and closely aligns executive compensation with shareholder returns.

Fundamental Objective of Our Compensation Program

The fundamental objective of our executive compensation program is to motivate and reward actions that the Compensation Committee believes will increase long-term shareholder value. The program is designed to attract, retain, motivate, reward and develop high-quality, high-performing executive leadership whose talent and expertise should enable the Company to create long-term shareholder value that over time is superior to the shareholder value created by our peers.

The table below highlights the fundamental elements of our executive compensation program that the Compensation Committee believes fulfills the fundamental objective of our compensation program.

Fundamental Elements of Our Compensation Program

As discussed in more detail below, NEO direct compensation has three principal elements: base salary, annual incentive awards and equity compensation.

Base Salary is a fixed amount of compensation that reflects the responsibilities and day-to-day contributions of NEOs.

Annual Incentive Awards reward participants for achievement of a set of key financial and operational performance measures, the majority of which are based on industry benchmarks and for which payouts depend on Company performance relative to those benchmarks. The financial measures are the Company s one-year adjusted EPS growth and adjusted return on equity (ROE) compared to the ten-year average of the companies in the S&P 500 Utilities Index. The operational measures are focused on operational performance relative to industry performance.

Equity Compensation consists of performance share awards, performance-based restricted stock awards, performance-based restricted NEP common unit awards and non-qualified stock option awards:

Performance share awards are granted for three-year performance periods to drive intermediate results. Payouts of performance share awards are based on two distinct measurements: (1) three-year adjusted EPS growth and adjusted ROE relative to the ten-year average of the companies in the S&P 500 Utilities Index; and (2) three-year average performance on core operational performance measures relative to industry peers. These award payouts are modified by ± 20% based on our three-year TSR relative to the top ten power companies by market cap (a subset of the S&P 500 Utilities Index).

Performance-based restricted stock awards vest ratably over three years only if the Company achieves a specified annual adjusted earnings goal each year.

Performance-based NEP restricted common unit awards vest ratably over three years only if NEP achieves a specified annual adjusted EBITDA goal each year.

Non-qualified stock option awards are granted subject to a three-year ratable vesting period, have a ten-year term and will deliver value to executives only if the Company s stock price at exercise exceeds the stock price on the grant date of the award.

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Key Practices of Our Compensation Program

We set target total direct compensation opportunity and pay mix to support the goals of shareholder value creation and executive retention Each NEO s 2018 target total direct compensation *opportunity* was set with reference to two groups of benchmarked companies, drawn from energy services and general industry, representing the broad, competitive labor market from which we recruit executive talent and with which we must compete for that talent. This target opportunity was then allocated over several forms of compensation, the mix of which was designed to support the goals of shareholder value creation and executive retention.

We link NEO financial success to shareholder value creation All NEOs 2018 compensation included a significant element of equity compensation, supported by robust stock ownership guidelines, performance hurdles, vesting schedules and the potential for clawback.

We value, and review, performance relative to the performance of our competitors and peers whenever possible, rather than relative to arbitrary goals Our basic principle underlying the linkage between performance (both financial and operational) and executive compensation is that performance superior to our competition and peers will result in above-target compensation, while performance that is inferior to our competition and peers will result in below-target compensation. Wherever comparable industry information was available, our 2018 financial and operational performance goals were set, and our 2018 performance against those goals was measured, *relative to industry performance*.

Our principal financial metrics in 2018 were adjusted ROE and adjusted EPS growth The principal financial metrics on which our 2018 results were benchmarked against industry performance were adjusted ROE and adjusted EPS growth, both measured in comparison to the actual results of the other members of the S&P 500 Utilities Index over the ten-year period from January 1, 2009 through December 31, 2018.* The Compensation Committee believes that these financial metrics are enduring standards, because they are objective, require the Company to demonstrate superior performance, are aligned with how shareholder value is created and encourage management to include stretch goals as part of the annual budget-setting process. The Compensation Committee believes that a ten-year period is appropriate for comparison due to the historically longer-term economic cycles inherent in the power industry and the sporadic volatility that the power industry experiences from time-to-time. The Compensation Committee accordingly believes that a ten-year period reduces the likelihood that, in any given year, inappropriate metrics will be established as a result of short-term industry anomalies.

* Estimated for 2018 using actual results for the first three quarters and analysts estimates for the fourth quarter.

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What We Do

Tie pay to performance A substantial majority of NEO pay is not guaranteed; 93% of the CEO s actual direct 2018 compensation was performance-based.

Use industry benchmarks when setting operational goals and when reviewing actual performance to determine payouts We generally target top decile or top quartile performance as compared to our industry on operational measures where benchmark data is available. Actual award payouts are driven by performance relative to industry rather than performance against arbitrary goals. Delivered performance superior to our industry will generally result in above-target compensation, while performance that is inferior to our industry will generally result in below-target compensation.

Mitigate undue risk We take steps to mitigate undue risks related to compensation, including using a clawback policy, stock ownership and retention requirements and multiple performance metrics. The Compensation Committee believes that none of the Company s compensation programs create risks that are reasonably likely to have a material adverse impact on the Company, which the Committee validates through a comprehensive risk assessment of incentive compensation plans each year.

Robust stock ownership guidelines We have robust stock ownership guidelines, which all NEOs exceed.

Holding period on performance-based restricted stock We require executive officers to hold performance-based restricted stock for two years after vesting (net of shares withheld for, or used to pay, taxes).

Minimum full vesting period for stock options and performance-based restricted stock Stock options and performance-based restricted stock generally are granted with a minimum full vesting period of three years.

Independent compensation consultant The Compensation Committee benefits from its use of an independent compensation consultant that provides no other services to the Company.

Shareholder outreach and assessment for improvement We engage in shareholder outreach and regularly assess the executive compensation program against shareholder input, emerging trends and other factors.

NEOs required to enter into Rule 10b5-1 plans with minimum waiting periods to transact trades in company securities Company practice requires that NEOs must execute all trades pursuant to trading plans under SEC Rule 10b5-1 with specified minimum waiting periods approved by the General Counsel.

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What We Do Not Do

No CEO employment agreement

No tax gross-ups of NEO perquisites

No excise tax gross-up provisions in change in control agreements Since 2009, new or materially amended change in control agreements have not included excise tax gross-up provisions.

No repricing of underwater stock options

No share recycling under equity compensation plan

No hedging of company securities by NEOs or directors permitted under securities trading policy

No pledging of company securities Pledging of NextEra Energy securities as collateral is prohibited.

No guaranteed annual or multi-year bonuses

Compensation Committee Role and Processes; Role of External Consultant

The Compensation Committee plans its agendas to ensure a thorough and thoughtful decision process. Typically, information regarding strategic decisions with respect to the NEOs is presented at one meeting to the Compensation Committee, which makes its decision at a subsequent meeting. This allows time for follow-up questions from Compensation Committee members in advance of the final decision.

The Compensation Committee had an executive session at the end of each of its 2018 meetings, during which no executive officers were present. During the appropriate executive sessions, the Compensation Committee evaluated the performance of the chairman and CEO, discussed and approved the compensation of the chairman and CEO, met with the Compensation Consultant and discussed and considered such other matters as it deemed appropriate.

During 2018, the Compensation Committee engaged Frederic W. Cook & Co., Inc. (FW Cook), an independent executive compensation consulting firm which performed no other services for NextEra Energy or its affiliates, to provide advice and counsel to the Compensation Committee from time-to-time. FW Cook is sometimes referred to as the Compensation Consultant.

In 2018, the Compensation Consultant participated in all Compensation Committee meetings. In accordance with its engagement letter, during the 2018 executive compensation cycle, FW Cook provided the Compensation Committee and the Company with analyses and advice on topics such as pay competitiveness and executive compensation program plan design. FW Cook also benchmarked and discussed with the Compensation Committee its recommendation with respect to non-employee director compensation. The Compensation Consultant also monitored current and emerging market trends and reported to the Compensation Committee on such trends and their impact on Company compensation practices. In 2018, the Compensation Committee also assessed the independence of FW Cook in accordance with SEC rules and concluded that the Compensation Consultant s work for the Compensation Committee did not raise any conflicts of interest.

2018 Say-On-Pay Vote and Shareholder Outreach

In 2018, we held our eighth annual advisory vote to approve NEO compensation, commonly known as say-on-pay. In 2018, we sought to engage with shareholders who, in the aggregate, represented a significant percentage of our outstanding shares, and held discussions with those who agreed to our request for engagement. Those shareholders were generally supportive of our executive compensation program and of our overall corporate governance practices. Prior to making determinations about 2019 NEO total compensation opportunities, the Compensation Committee reviewed the results of the 2018 say-on-pay vote, noting that 95.2% of those voting had voted FOR the Company s compensation of its NEOs. The Committee considered this vote to be supportive of the Company s executive compensation program.

How We Made 2018 Compensation Decisions

General

The Compensation Committee used its business judgment to set each NEO s target total direct compensation opportunity for 2018 and each compensation element. The Compensation Committee based its determination on its integrated assessment of a series of factors, including competitive alternatives, individual and team contribution and performance, corporate performance, complexity and importance of role and responsibilities, experience, leadership and growth potential and the relationship of the NEO s pay to the pay of NextEra Energy s other executive officers. There are no material differences among NEOs with respect to the application of NextEra Energy s compensation policies or the way in which total compensation opportunity is determined.

Resources

The Compensation Committee primarily used the following resources to aid in its determination of the 2018 target total direct compensation opportunity for each NEO.

Market Comparisons/Peer Group

When establishing each NEO s target total direct compensation opportunity for 2018, the Compensation Committee considered the competitive market for comparable executives and compensation opportunities provided by comparable companies. Competition for executive talent primarily affects the aggregate level of the target total direct compensation opportunity available to the NEOs. The Compensation Committee believes that it is critical to the Company s long-term performance to offer its executive officers compensation opportunities broadly commensurate with their competitive alternatives. The Company obtained market comparison information for all NEOs from publicly-available peer group information. The Company s peer group is composed of a set of companies from the energy services industry and a set of companies from general industry. These companies were selected by the Compensation Committee with input from executive officers (including the CEO) and the Compensation Consultant. The Compensation Committee believes that the use of companies both from the energy services industry and from general industry was appropriate because the Company s executive officers come both from within and from outside the Company s industry. NEOs were recruited from within and outside the Company s industry and the Compensation Committee believes that their opportunities for alternative employment are not limited to other energy or utility companies.

For 2018, the Compensation Committee conducted a review of the then-existing 2017 peer group based on the following criteria:

Criteria for Energy Services Industry Companies

- publicly-traded companies with a strong United States domestic presence
- classified with a Standard Industrial Classification (SIC) code similar to the Company s SIC code

annual revenue greater than $5 billion
a potential source of executive talent
included in an executive compensation survey database provided by a third party

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Criteria for General Industry Companies

- publicly-traded companies with a strong United States domestic presence
- included among the S&P 500
- considered highly reputable and highly regarded for operational excellence, product/service leadership or customer experience
- sustained revenues typically between 50% and 250% of the Company s revenues
- consistently high performing
- heavily industrialized, highly regulated or a producer of consumer staples
- operate in industries which may be potential sources of executive talent
- no unusual executive pay arrangements
- included in an executive compensation survey database provided by a third party
- contribute to diversity of industry representation in this segment of the peer group

All energy services industry companies and general industry companies included in the Company s 2017 peer group met these criteria and were retained by the Compensation Committee for the 2018 peer group and no additional companies were added to either group. Thus, the executive compensation programs of the following companies were reviewed as market comparators for 2018:

Energy Services Industry	**General Industry**
American Electric Power Company, Inc.	3M Company
Consolidated Edison, Inc.	Air Products and Chemicals, Inc.
Dominion Resources, Inc.	Anadarko Petroleum Corporation
	CIGNA Corporation

Duke Energy Corporation	
Edison International	Colgate-Palmolive Company
Entergy Corporation	Devon Energy Corporation
Exelon Corporation	E. I. du Pont de Nemours and Company
FirstEnergy Corp.	Eaton Corporation
PG&E Corporation	Emerson Electric Co.
PPL Corporation	Fluor Corporation
Public Service Enterprise Group Incorporated	General Dynamics Corporation
Sempra Energy	Hess Corporation

The Southern Company	Honeywell International, Inc.
Xcel Energy Inc.	Kellogg Company
	Marsh & McLennan
	Principal Financial Group, Inc.
	Schlumberger Limited
	Texas Instruments Incorporated
	Union Pacific Corporation
	Waste Management, Inc.
	Xerox Corporation

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Although the Compensation Committee did not target specific total compensation levels relative to industry peers (a so-called percentile approach), it generally reviewed peer company data at the 50th percentile for the general industry companies and the 75th percentile for the energy services industry companies. The Compensation Committee believes these levels were appropriate because:

- the Company s practice is to make a relatively high portion of each NEO s compensation performance-based as compared to its peers;
- the Company s operations are more complex, more diverse and of a greater size than those of substantially all of its energy services industry peer companies; and
- the Company s 2017 market capitalization and assets were above the 50th percentile of its general industry peer companies and above the 75th percentile of its energy services industry peer companies.

Other Resources

What We Use	How We Use It
Tally sheets and walk-away charts	Provides a check to ensure that the Compensation Committee sees the full value of all elements of the NEOs annual compensation, both as opportunity and as actually realized, and sees the actual results of its compensation decisions in the various situations under which employment may terminate
Reviews by the CEO	Prior to the beginning of the year, the Compensation Committee solicits performance reviews of the other NEOs and executive officers from the CEO for use as an additional input to the Compensation Committee s determination of target total direct compensation opportunity and, after the end of the year, whether or not to use their discretion to adjust annual incentive compensation amounts determined using the formula discussed below

2018 NEO Pay

Target Pay Mix

NextEra Energy has three fundamental elements of total direct compensation: base salary, annual incentive awards and long-term equity compensation. The Compensation Committee believes that a significant portion of each NEO s total direct compensation opportunity should be performance-based, reflecting both upside and downside potential. When determining the proportion of total compensation that each compensation element constituted in 2018, the

Compensation Committee reviewed current market practices and industry trends, taking into consideration the Company s preference for emphasizing performance-based compensation and de-emphasizing fixed compensation. In determining performance-based compensation, the Compensation Committee sought to focus the efforts of the NEOs on a balance of short-term, intermediate-term and long-term goals. In addition, the Compensation Committee considered the NEOs perception of the relative values of the various elements of compensation and sought input from the CEO and the Compensation Consultant.

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As illustrated in the following charts, 90% of the CEO s 2018 target total direct compensation opportunity, and 77% of the other NEOs 2018 target total direct compensation opportunities, were performance-based and not guaranteed.

2018 Base Salary

CEO: For 2018, Mr. Robo s base salary was increased by 3.7% to $1,400,000 primarily reflecting the Company s superior operating results in 2017, the nature and responsibilities of Mr. Robo s position, his expertise and performance, the competitiveness of his current pay in relation to his corresponding peer groups and the business judgment of the Compensation Committee.

Other NEOs: Mr. Ketchum s base salary in 2018 of $819,000 represented a 26.0% increase, Mr. Nazar s base salary in 2018 of $950,000 represented a 5.0% increase, Mr. Pimentel s base salary in 2018 of $1,004,600 represented a 12.0% increase and Mr. Silagy s base salary in 2018 of $1,049,200 represented a 22.0% increase, all of which were based on the nature and responsibilities of their respective positions, their expertise and performance, the competitiveness of each NEO s current pay in relation to his corresponding peer group and the recommendations of the CEO.

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2018 Annual Performance-Based Incentive Compensation

Description of the Annual Incentive Plan for 2018

Annual Incentive Plan goals are established to incentivize superior performance relative to industry peers and a majority of these goals are based on industry benchmarks. Payouts under the Annual Incentive Plan are generally based on Company performance in the relevant period as compared to the benchmarks.

Prior to the beginning of 2018, the Compensation Committee established financial and operational performance goals under the Annual Incentive Plan in the following categories:

Type of 2018 Performance Goals	How We Established and Used the 2018 Performance Goals
Financial	The financial metrics are based on enduring standards indicative of sustained performance adjusted EPS growth and adjusted ROE as compared to the financial performance over the ten-year period ended on December 31, 2018 of the companies included in the S&P 500 Utilities Index. Higher ratings indicate corporate financial performance superior to industry median and lower ratings indicate corporate financial performance which lags industry median.
Operational	Operational goals and payout scales are established in advance of the year using available industry benchmarks insofar as possible. If an industry benchmark is not available, the applicable goal generally is set at a level representing an improvement or a stretch as compared to prior performance.

As a general principle, the Compensation Committee seeks to set operational performance goals at levels that represent excellent performance, superior to the results of typical companies in our industry, and that require significant effort on the part of the executive team to achieve.

Performance on certain compliance-related goals is scored as either met or not met, while performance against other goals is judged on a sliding scale in comparison to top decile, top quartile, median and sub-median performance as compared to the industry.

2018 Financial Performance Matrix

The financial performance matrix approved by the Compensation Committee for 2018, which is illustrated below, compares the Company s 2018 adjusted EPS growth and adjusted ROE to the average of the actual annual EPS growth and ROE of the companies included in the S&P 500 Utilities Index during the ten-year period from January 1, 2009 to December 31, 2018 (estimated for 2018 using actual results for the first three quarters and analysts estimates for the fourth quarter).*

The Compensation Committee believes that these financial metrics are enduring standards because they are objective, require the Company to demonstrate improvement, are aligned with how shareholder value is created and encourage management to include stretch goals as part of the annual budget-setting process. The financial performance matrix is designed to provide relatively greater rewards if the Company outperforms others in its industry on the indexed measures and relatively lower rewards if it does not. The Compensation Committee based the matrix on adjusted earnings because it believes that adjusted earnings provide a more meaningful representation of the Company s fundamental earning power than net income calculated in accordance with GAAP. Therefore, the Committee believes that using adjusted earnings better aligns the NEOs motivations with the Company s strategy and with shareholders long-term interests. In addition, the Compensation Committee believes that the use of adjusted earnings for this purpose is consistent with the way in which the Company communicates its earnings to analysts and investors.

The numbers in the following matrix set forth the range of possible ratings for corporate financial performance. A rating of 1 indicates overall corporate financial performance at the industry median, while higher ratings indicate corporate financial performance superior to the industry median, and lower ratings indicate corporate financial performance which lags the industry median.

It is important to recognize that the adjusted ROE and adjusted EPS growth amounts set forth in the illustration below are not generated arbitrarily by the Company, but reflect actual industry performance on these measures for the ten-year period ended December 31, 2018, and that the Company s executive compensation is based, with respect to adjusted ROE and adjusted EPS growth, on the performance delivered by the Company *relative* to industry performance.

* Adjusted EPS and adjusted ROE are not financial measurements calculated in accordance with GAAP. Adjusted earnings, as defined by NextEra Energy for purposes of the Annual Incentive Plan, are the Company s consolidated net income, as reported in the audited annual financial statements as determined in accordance with GAAP, excluding the effects of: (1) changes in the mark-to-market value of non-qualifying hedges; (2) other than temporary impairments on investments; (3) extraordinary items; (4) non-recurring charges or gains (e.g., restructuring charges and material litigation losses); (5) discontinued operations; (6) regulatory and/or legislative changes and/or changes in accounting principles; (7) labor union disruptions; and (8) acts of God such as hurricanes, which is used, among other reasons, to provide industry comparability. Adjusted ROE, as defined by NextEra Energy, is equal to the Company s adjusted earnings divided by average common shareholders equity, adjusted to provide industry comparability, expressed as a percentage. Adjusted EPS, as defined by NextEra Energy, are equal to the Company s adjusted earnings divided by weighted average diluted shares outstanding.

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2018 Operational Goals

The Compensation Committee s philosophy with respect to both setting and paying out incentives based on operational goals is that the goals set and the actual award payouts are driven by Company performance relative to industry benchmarks, rather than performance against arbitrary goals. Operational goals and payout scales are established based on industry benchmarks and Company performance when meaningful benchmarks are available. As noted previously, delivered performance superior to our industry will generally result in above-target compensation, while performance that is inferior to our industry will generally result in below-target compensation.

In that context, FPL s typical performance goals are generally equal to or better than the top quartile performers in its industry and NextEra Energy Resources targets earnings growth and profitability goals that are well above utility industry norms (in both cases based on internal reviews of publicly-available information and information provided by consultants and industry associations). The following tables set forth, for 2018, the operational performance goals and the actual performance achieved against those goals.

Florida Power & Light Company:

Indicator	**Goal**	**Actual**	**Weight**
Operations & maintenance costs (plan-adjusted)(1)	$1,285 million(1)	$1,262 million(1)	**40%**
Capital expenditures (plan-adjusted)(1)	$4,950 million(1)	$4,889 million(1)	
Fossil generation availability(2)	top decile performance	exceeded top decile performance	**30%**
Nuclear industry composite performance index(3)	aggressive goal	beat goal and exceeded top decile performance	

Service reliability service unavailability (minutes)	better than top decile (59.0 minutes)	best ever (58.3 minutes)	
Service reliability average frequency of customer interruptions	0.71 interruptions per customer per year (average)	0.70 best ever	
Service reliability average number of momentary interruptions per customer	7.0 momentary interruptions per customer per year	6.3 best-ever performance and top decile performance	
Employee safety OSHA recordables(4)/200,000 hours	better than top decile 0.49	0.66	
Significant environmental violations	0	0	
Customer satisfaction residential value surveys	aggressive goal	beat goal	**30%**
Customer satisfaction business value surveys	aggressive goal	beat goal	
Performance under FERC and NERC reliability standards(6)	no significant violations	no significant violations	

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NextEra Energy Resources:

Indicator	Goal	Actual	Weight
Earnings (plan-adjusted)(1)	$1,500 million(1)	$1,455 million(1)	
Return on equity	13.7%	14.3%	
Meet budgeted cost goals	$1,925 million	$1,851 million	**47%**
NEP EBITDA	$1,075 million	beat goal	
NEP Cash Available for Distribution	$380 million	beat goal	
Employee safety OSHA recordables(4)/200,000 hours	0.51 top decile	0.32 beat goal and exceeded top decile performance	
Significant environmental violations	0	0	**22%**

Nuclear industry composite performance index(3)	aggressive goal	beat goal and exceeded top decile performance	
Equivalent forced outage rate(5)	top decile performance	beat goal and exceeded top decile	
Performance under FERC and NERC reliability standards(6)	no significant violations	no significant violations	
Execute on schedule and on budget approved North American wind projects	2,254 MW	beat goal	
Execute on schedule and on budget approved North American solar projects	207 MW	beat goal	
New development or acquisition opportunities in wind, solar, gas infrastructure, or transmission	aggressive goal	beat goal	**31%**
Maintain construction of Mountain Valley Pipeline (MVP) on schedule and on budget	on schedule and on budget	missed goal	
Pre-tax income contribution from all asset optimization, marketing and trading activities, full requirements and retail	aggressive goal	beat goal	

(1) Certain of the financial performance indicators used in the Annual Incentive Plan are calculated in a manner consistent with NextEra Energy s planning and budgeting process and how management reviews its performance relative to that plan, and are not, or do not relate directly to, financial measures calculated in accordance with GAAP. For information about the Company s results of operations for 2018, as presented in accordance with GAAP, investors should review the Company s Annual Report on Form 10-K for the year ended December 31, 2018 and should not rely on any adjusted amounts or non-GAAP financial measures set forth above. The following explains how the plan-adjusted amounts are calculated from NextEra Energy s audited consolidated financial statements: (a) FPL operations & maintenance costs (plan-adjusted) is a measure that includes most but not all operations & maintenance expenses and includes certain expenses not classified as operations & maintenance expenses under GAAP, but reported for state regulatory purposes as operations & maintenance expenses; (b) FPL capital expenditures (plan-adjusted) are presented on an accrual basis, and exclude nuclear fuel payments and certain costs not classified as capital expenditures under GAAP in the consolidated statement of cash flows but reported for state regulatory purposes as capital expenditures; and (c) NextEra Energy Resources earnings (plan-adjusted) exclude: (i) the mark-to-market effect of non-qualifying hedges; (ii) other than temporary impairments on investments; (iii) extraordinary items; (iv) non-recurring charges or gains (e.g., restructuring charges and material litigation losses); (v) discontinued operations; (vi) regulatory and/or legislative changes and/or changes in accounting principles; (vii) labor union disruptions; and (viii) acts of God such as hurricanes.

(2) Fossil generation availability measures the amount of time during a given period that a power generating unit is available to produce power.

(3) The nuclear industry composite performance index referenced is the Institute of Nuclear Power Operations, or INPO, index. INPO promotes the highest levels of safety and reliability in the operation of commercial nuclear power plants by establishing performance objectives, criteria and guidelines for the nuclear power industry and conducting regular detailed evaluations of all nuclear power plants in North America. The INPO index is an 18-month rolling average of a nuclear plant s, and a company s nuclear fleet s, performance against operating performance measures.

(4) OSHA is the United States Occupational Safety and Health Administration. An OSHA recordable injury is an occupational injury or illness that requires medical treatment more than simple first aid and must be reported under OSHA regulations.

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(5) The equivalent forced outage rate is computed as the hours of unit failure (unplanned outage hours and equivalent unplanned de-rated hours) given as a percentage of the total hours of the availability of an electricity generating unit.

(6) FERC is the Federal Energy Regulatory Commission and NERC is the North American Electric Reliability Corporation.

After the end of 2018, the Executive Compensation Review Board (review board), whose members were Messrs. Ketchum, Pimentel, Robo and Silagy and the most senior human resources officer, assessed: (1) whether the operational performance goals had been achieved, exceeded or missed and, to the extent exceeded or missed, by what margin such goals had been exceeded or missed (as set forth in the tables above); (2) the degree of difficulty of achieving each goal; and (3) the Company s performance with respect to each goal as compared to the pre-established payout scale based on top decile, top quartile, median and sub-median performance on the same measure (industry-based where benchmark data was available), and arrived at an aggregate determination for the Company s 2018 performance as compared to the goals. This assessment determined that the Company had achieved superior performance in 2018. The determination of the review board was then presented to the Compensation Committee, which had ultimate authority to accept or modify all or any part of the determination. For 2018, the Compensation Committee reviewed and discussed the review board s recommendations and the conclusions on which they were based, and determined to accept those recommendations.

2018 Annual Incentive Awards for the NEOs

Each NEO s 2018 annual incentive compensation was determined based on a rating (NextEra Energy performance rating) derived by combining the Company s financial performance as measured by the financial performance matrix (weighted 50%) and the Company s operational performance as compared to the operational performance goals (weighted 50%). The NextEra Energy performance rating for 2018, determined in this manner, was 1.81.

The NextEra Energy performance rating may be adjusted for each NEO by the Compensation Committee based on individual performance under circumstances in which the Compensation Committee determines that the formulaic calculation of the performance rating without adjustment would otherwise result in the payment of an inappropriate incentive. The Compensation Committee generally uses this aspect of the executive compensation program on a conservative basis, as it believes that the formula for calculating the NextEra Energy performance rating ordinarily should result in appropriate incentive payments. The individual performance adjustment, when used, historically has most often ranged between ±10%.

The Compensation Committee determined the individual performance factors in 2018 based on recommendations from the CEO (for all of the NEOs other than himself). For each NEO other than the CEO, the 2018 individual performance factor was based primarily upon the Company s exceptional performance as described in the *Executive Summary*, above, as well as (for each NEO other than the CEO) the NEO s performance relative to a set of objectives agreed upon with the CEO at the beginning of the year. For the CEO, the Compensation Committee determined the individual performance factor. The Compensation Committee determined Mr. Robo s 2018 individual performance factor based on the Compensation Committee s assessment of his performance and the Company s overall 2018 performance as described in the *Executive Summary*.

The following illustrates the determination of the 2018 annual incentive for each NEO:

annual incentive = (NextEra Energy performance rating x individual performance factor) x target annual incentive

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In years where the Company s performance is above or substantially above the performance of its peers as evidenced by industry benchmarks, as it was in 2018, the Company expects that annual incentive awards will be paid to the NEOs at a rate exceeding the target rate. For 2018, the NEOs annual incentive awards were as follows:

Named Executive Officer	2018 Target Annual Incentive	2018 Annual Incentive Award
James L. Robo	$2,240,000	$4,480,000
John W. Ketchum	$ 573,300	$1,089,300
Armando Pimentel, Jr.	$ 703,220	$1,272,800
Manoochehr K. Nazar	$ 665,000	$1,330,000
Eric E. Silagy	$ 734,440	$1,461,500

The amounts set forth above for the NEOs 2018 annual incentive awards are also set forth in the Non-Equity Incentive Plan Compensation column (column (g)) in *Table 1a: 2018 Summary Compensation Table*.

2018 Long-Term Performance-Based Equity Compensation

Equity Compensation Mix

What We Granted	Why We Granted It
Performance shares	Directly focus NEOs on the multi-year sustained achievement of challenging TSR, financial and operational goals, because the number of shares ultimately earned depends upon the Company s and the NEO s performance over a three-year performance period.
Performance-based restricted stock	Includes a performance goal; affected by all stock price changes, so value to NEOs affected by both increases and decreases in the Company s stock price.
Performance-based restricted NEP common units	Includes a performance goal; affected by all unit price changes, so value to NEOs affected by both increases and decreases in NEP s unit price.
Stock options	Reward the NEOs only if the Company s stock price increases and remains above the stock price on the date of grant.

In determining the appropriate mix of equity compensation components, the Compensation Committee primarily considers the following factors:

the mix of these components at competitor and peer companies and emerging market trends;

the retention value of each element and other values important to the Company, including, for example, the tax and accounting consequences of each type of award;

the advice of the Compensation Consultant; and

the perceived value to the NEO of each element.

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As shown below, the Compensation Committee continued its practice of granting NEOs equity-based compensation which is composed of a substantially greater percentage of performance share awards, since our shareholders indicated, through shareholder outreach, that they most highly value the longer-term performance features of performance shares. After the Compensation Committee determined the appropriate mix of equity compensation components, the target award level for each equity-based element was expressed as a percentage of each NEO s target total direct compensation opportunity. The target dollar value for each component was converted to a number of shares of equivalent value (estimated present value for stock options and performance shares).

2018 Mix of Equity Compensation Awards for the NEOs

In 2018, the Compensation Committee granted the following mix of equity-based compensation to the NEOs:

	Mix of Equity Compensation Awards(1)			
Named Executive Officer	**Performance Shares**	**Options**	**Performance-Based Restricted Stock**	**Performance-Based Restricted NEP Common Units**
James L. Robo	65%	25%	3%	7%
John W. Ketchum	60%	20%	13%	7%
Manoochehr K. Nazar	60%	20%	20%	0%
Armando Pimentel, Jr.	60%	20%	13%	7%

Eric E. Silagy	60%	20%	20%	0%

(1) Calculation of mix percentages based on the grant date present value of each grant as a percentage of each NEO s total equity-based compensation.

Performance Share Awards Granted in 2018 for the Performance Period Ending December 31, 2020

For the performance share awards granted in 2018 for the performance period beginning January 1, 2018 and ending December 31, 2020, the Compensation Committee implemented changes to the NEO s performance share awards in order to better align the award design with TSR plan design trends and enable stronger pay for performance alignment. A summary of the changes are as follows:

replace the relative TSR performance measure of 35% with a relative TSR performance modifier of ±20% to the performance share award payout;

change the TSR peer group to the top 10 power companies by market cap, a subset of the S&P 500 Utilities Index;

change the weighting of the financial and operating measures; and

adjust the start and end date measurement periods used to calculate TSR to a 20-trading day trailing average.

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Similar to the performance share awards granted in 2017, the 2018 performance share awards have 3-year adjusted ROE and EPS growth and operational measures as performance measures. Consistent with prior years, the awards also have an individual performance factor ranging from ±20%, which is applicable only to 65% of the performance share award determined based on financial and operational performance measures to enable the Compensation Committee to adjust payouts based on their assessment of the NEO s individual performance. The goals used to measure long-term performance for purposes of the NEOs performance share awards are different both in terms of the objectives and time-frames than the goals used to measure short-term performance under the Company s Annual Incentive Plan. The measures, and their relative weights, are set forth below:

Performance Measure	Weight
3-year TSR relative to top ten power companies by market capitalization, which is a subset of the S&P 500 Utilities Index	±20% modifier to award payout
3-year adjusted ROE and adjusted EPS growth (determined using a financial matrix similar to the one set forth on page 43)	80%
Operational measures:	5% each
3-year average employee safety OSHA recordables/200,000 hours	
Nuclear industry composite performance index (combined for FPL and NextEra Energy Resources nuclear facilities)	
3-year average equivalent forced outage rate (fossil and renewable generation)	
FPL 3-year average service reliability service unavailability (minutes)	

During the performance period, performance shares are not issued, the NEO may not sell or transfer the NEO s contingent right to receive performance shares and dividends are not paid.

Performance Share Awards for the Performance Period Ended December 31, 2018

Each NEO was granted a target number of performance shares in 2016 for a three-year performance period beginning January 1, 2016 and ended on December 31, 2018. The Compensation Committee views the payout of this grant after the end of the performance period as part of each NEO s *2016* compensation, while the performance shares granted in 2018 for the performance period ending on December 31, 2020 are considered to be part of each NEO s *2018* compensation, even though the shares will not be issued, if at all, until February 2021.

At the end of the performance period for the performance share awards granted in 2016, each NEO s performance share award payout was determined in accordance with measures and weights as set forth below:

Performance Measure	**Weight**
3-year TSR relative to the companies in the S&P 500 Utilities Index	35%
3-year adjusted return on equity and adjusted EPS growth (determined using a financial matrix similar to the one set forth on page 43)	52%
Operational measures:	3.25% each
3-year average employee safety OSHA recordables/200,000 hours	
Nuclear industry composite performance index (combined for FPL and NextEra Energy Resources nuclear facilities)	
3-year average equivalent forced outage rate (fossil and renewable generation)	
FPL 3-year average service reliability service unavailability (minutes)	

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The 2016 performance share award overall rating, determined in this manner, was 2.00, as shown below.

Performance Measure(1)	Weight	Result	Payout as a % of Target
Adjusted EPS Growth and Adjusted ROE	52%	2.00	200%
Operational Measures	13%	2.00	200%
Relative TSR	35%	2.00	200%
Overall Rating		**2.00**	**200%**

(1) The individual performance factor ranging from ± 20% (applicable to 65% of the performance share award determined based on financial and operational performance measures) was not applied to 2016 performance share award ratings for the NEOs, whose performance was determined in accordance with the measures and weights described in the table above.

Applying the overall rating results to the target performance shares resulted in the following performance share award payouts for each of the NEOs:

Named Executive Officer	Performance Shares Earned

	Target Performance Shares for Performance Period 1/1/16-12/31/18	
James L. Robo	53,400	106,800
John W. Ketchum	5,613	11,226