

# **NEXTERA ENERGY, INC.**

## **Governance & Nominating Committee of the Board of Directors**

### **CHARTER**

#### **I. Purpose**

The Governance & Nominating Committee is appointed by the Board of Directors (the “Board”) of NextEra Energy, Inc. (“NextEra Energy”). The Committee’s purposes include to: (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board select the director nominees for the next annual meeting of shareholders; (2) take a leadership role in shaping NextEra Energy’s corporate governance policies and practices, including recommending to the Board the Corporate Governance Principles & Guidelines applicable to NextEra Energy and its subsidiaries (the “Company”) ; and (3) oversee the evaluation of the Board.<sup>1</sup>

#### **II. Membership**

The Committee shall consist of no fewer than three directors. The members of the Committee shall meet the independence requirements for members of a nominating/corporate governance committee of Section 303A of the New York Stock Exchange Listed Company Manual and of any applicable laws and regulations.

The members of the Committee shall be appointed at least annually, generally at the first meeting of the Board following the annual meeting of shareholders. Additional or alternate members may be appointed and any member may be removed by the Board at any time at the pleasure of the Board.

One member of the Committee shall be designated by the Board as Chair and shall preside over meetings of the Committee and report to the Board.

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<sup>1</sup> Oversight of the evaluation of management has been delegated to the Compensation Committee.

The standard of care of Committee members is governed by applicable state law, notwithstanding the provisions of this Charter.

### **III. Meetings; Reporting**

The Committee generally shall meet at least three times per year and, in addition, as often as its members deem necessary to perform the Committee's responsibilities. The Committee shall report its activities to the Board on a regular basis, generally at the next succeeding meeting of the Board following a meeting of the Committee.

### **IV. Authority and Responsibilities**

#### **A. General**

1. Develop and recommend to the Board a set of Corporate Governance Principles & Guidelines applicable to the Company. Periodically review the Corporate Governance Principles & Guidelines and recommend any proposed changes to the Board.
2. Review and assess the adequacy of the Company's Code of Business Conduct and Ethics and its Code of Ethics for Senior Executive and Financial Officers and recommend any proposed changes to the Board.
3. Appoint and delegate responsibilities to subcommittees of the Committee, having at least two members, as the Committee deems necessary or appropriate.
4. Perform any other governance or similar activities as the Committee deems appropriate, or as are requested or may be delegated by the Board, consistent with this Charter, the Company's Bylaws and applicable laws and regulations.

B. Board of Directors

1. Periodically review the Board's size and overall composition relative to its responsibilities. Recommend to the Board its meeting schedule and any changes to the schedule.
2. In consultation with the Chairman and the Chief Executive Officer, review the Board committees' structure, responsibilities and membership (including rotation of committee members and chairs) and recommend to the Board changes as the Committee deems necessary or appropriate.
3. In consultation with the Chairman and the Chief Executive Officer, identify individuals qualified to become Board members using criteria, including, but not limited to, the following:
  - a. The characteristics described in the Corporate Governance Principles & Guidelines (e.g., demonstrated character and integrity; an inquiring mind and good judgment; experience at a strategy and/or policy setting level or high-level managerial experience in a relatively complex business, government or other organization, or other similar and relevant experience in dealing with complex problems; an ability to work effectively with others; sufficient time to devote to the affairs of the Company; and an ability to represent the balanced best interests of the Company's shareholders as a whole, rather than special constituencies);
  - b. Whether the individual assists in achieving a mix of directors that represents a diversity of background and experience, including age, gender, race, ethnicity and specialized experience;
  - c. Whether the individual is subject to a disqualifying factor as described in the Corporate Governance Principles & Guidelines (e.g., certain relationships with significant competitors or major or potentially-major customers, suppliers, contractors, counselors, or consultants; and service as an executive officer of a company where an employee-Director of the Company serves as a member of the other company's board);

- d. Whether an individual is nearing or has reached retirement age as described in the Corporate Governance Principles & Guidelines;
  - e. The individual's independence as described in applicable listing standards, legislation, regulations and the Corporate Governance Principles & Guidelines;
  - f. Whether the individual would be considered an "audit committee financial expert" or "financially literate" as described in applicable listing standards, legislation, regulations or Audit Committee guidelines;
  - g. The extent of the individual's business experience, technical expertise, or specialized skills or experience;
  - h. Whether the individual, by virtue of particular experience relevant to the Company's current or future business, will add specific value as a Board member; and
  - i. Any factors related to the ability and willingness of an individual to serve, or continue to serve as a director.
4. Consider unsolicited nominations for Board membership in accordance with applicable laws, rules and regulations, the Company's bylaws, criteria approved by the Board and guidelines and procedures developed by the Committee.
  5. Recommend to the Board a slate of nominees for election to the Board at the annual meeting of shareholders or, if applicable, any special meetings of shareholders.
  6. Review the appropriateness of continued Board membership of directors whose principal occupation or business association changes substantially (including retirement).
  7. Consider and make recommendations to the full Board regarding offers of resignation received upon an incumbent director's failure to receive a majority of the votes cast in an uncontested election pursuant to the

8. Review periodically the Board Standing Agenda and recommend proposed changes thereto.

C. Other

1. Review and evaluate proposals submitted by shareholders for a vote of shareholders, and recommend a course of action to the Board with respect to such proposals.
2. Develop and recommend to the Board a process for communication with the Board by shareholders and other interested parties. Periodically review such process and recommend any proposed changes to the Board.
3. Make recommendations to the Board regarding the date, time and location of the Company's annual meeting of shareholders, as well as with respect to proposals to be considered at the annual meeting, engagement of proxy solicitor, appointment of proxies and inspector of election and any other relevant matters.
4. Oversee the Board's evaluation of itself and its members.
5. Oversee the Board's annual evaluation of directors' independence.
6. Administer the Company's Related Person Transactions Policy and review adherence by directors and executive officers therewith.
7. Monitor the orientation program for directors.
8. Review proposed outside board memberships of executive officers of the Company.
9. Periodically review the Company's charitable contributions.
10. Develop and recommend to the Board a policy for the use of the Company's aircraft. Periodically review such policy and recommend any proposed changes to the Board. Annually review a report on non-business use of the Company's aircraft.

## **V. Authority to Retain Experts**

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain and terminate any search firm to be used to identify director candidates, and to retain and terminate legal counsel and other experts and advisors for such purposes as the Committee, in its sole discretion, determines to be necessary or advisable to carry out its responsibilities. The Committee shall have sole authority to approve such firms' fees and other retention terms.

## **VI. Evaluation**

The Committee will conduct an evaluation of its performance at least annually, and will periodically assess the adequacy of its charter. The Committee will report its findings and recommendations, if any, to the Board.

## **VII. Administrative Secretary**

The Committee shall designate an administrative secretary who shall not be a member of the Committee. The administrative secretary shall keep minutes of the meetings of the Committee and perform such other functions as are designated by the Committee.

(Adopted 02-13-04; last revised 10-14-11)