

# **NEXTERA ENERGY, INC.**

## **Compensation Committee of the Board of Directors**

### **CHARTER**

#### **I. Purpose**

The Compensation Committee is appointed by the Board of Directors (“Board”) of NextEra Energy, Inc. (with its direct and indirect subsidiaries, the “Company”) for the primary purpose of overseeing executive and Board compensation policies and practices.

The Committee shall provide necessary information for, and oversee the preparation of, the Compensation Discussion & Analysis (“CD&A”) section, and shall prepare the Compensation Committee report, included in the Company’s annual proxy statement or annual report on Form 10-K, each as required by the rules of the Securities and Exchange Commission (the “SEC”).

#### **II. Membership**

The Committee shall consist of no fewer than three directors. All members of the Committee shall meet the independence requirements for members of a compensation 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, or alternatively the members of a subcommittee of the Committee, shall also be (1) “outside directors” as defined by Section 162(m) of the Internal Revenue Code (“IRC”), and (2) “non-employee directors” as defined by Rule 16b-3 of the SEC.

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.

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

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

The Committee shall generally 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. To make recommendations to the Board with respect to incentive compensation plans for executive officers and equity – based plans;
2. To select a peer group of companies against which to benchmark and compare the Company's compensation programs;
3. To monitor compensation trends and solicit independent advice where the Committee deems it appropriate or desirable;
4. To administer and otherwise exercise the various authorities prescribed for the Committee by the Company's executive compensation plans and policies;

5. To review and approve compensation-related agreements (including, for example, employment agreements, severance arrangements and change of control agreements and provisions, as well as any special supplemental compensation and/or benefits) for the Chief Executive Officer and other executive officers of the Company;
6. In addition to overseeing the preparation of the CD&A and preparing the required annual Committee report, to monitor the disclosure regarding compensation matters in the Company's proxy statement and/or annual report on Form 10-K, and to recommend whether the CD&A should be included in the Company's proxy statement or annual report on Form 10-K;
7. To monitor the Company's proxy statement proposal regarding shareholder advisory votes on executive compensation ("say on pay") and consider the results of the say on pay vote;
8. To review management's analysis of the Company's compensation program risks and mitigation of those risks, as well as the Company's ongoing compensation risk management process.
9. To appoint and delegate responsibilities to subcommittees of the Committee, having at least two members, as the Committee deems necessary or appropriate;
10. To perform any other executive or Board compensation-related or similar activities as the Committee deems appropriate, or as are requested by the Board, consistent with this Charter, the Company's bylaws and applicable laws and regulations.

B. Chief Executive Officer

1. To review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation;
2. To evaluate, at least annually, the performance of the Chief Executive Officer in light of the approved corporate goals and objectives;
3. To set the base salary and annual incentive compensation of the Chief Executive Officer based upon the Committee's evaluation of competitive compensation practices and the Chief Executive Officer's performance in achieving the corporate goals and objectives approved for the position by the Committee;
4. To set the long-term incentive component of the compensation of the Chief Executive Officer based upon the Committee's evaluation of the Chief Executive Officer's performance in achieving the corporate goals and objectives approved for the position by the Committee and considering the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at other companies and the awards given to the Chief Executive Officer in past years.

C. Other Executive Officers

1. To review and approve corporate goals and objectives relevant to the executive officers' compensation;
2. To regularly review and evaluate compensation of executive officers of the Company;
3. To approve any compensation-related action for executive officers of the Company;
4. To review and approve compensation arrangements for individuals who management proposes to have join the

Company in an executive officer position or promote to an executive officer position.

D. Directors

1. To regularly review and evaluate the compensation program for non-employee Directors and, as the Committee deems appropriate, recommend changes to the Board;
2. To administer and otherwise exercise the various authorities prescribed for the Committee by the 2007 Non-Employee Directors Stock Plan.

**V. Authority to Retain Experts**

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain and terminate outside compensation consultants to assist in the evaluation of Director, Chief Executive Officer or executive officer compensation, 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 assess the independence of its compensation consultant (including without limitation any conflicts of interest affecting its compensation consultant) and its other advisors as required by applicable laws, rules and regulations, and otherwise as the Committee may determine. 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/Most recently amended 10/12/12