

NEXTERA ENERGY INC
Form DEF 14A
March 27, 2017
Table of Contents

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.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

Notice of 2017

Annual Meeting and

Proxy Statement

YOUR VOTE IS IMPORTANT

PLEASE SUBMIT YOUR PROXY PROMPTLY

Table of Contents

NextEra Energy, Inc.
P.O. Box 14000
700 Universe Boulevard
Juno Beach, Florida 33408-0420

Notice of Annual Meeting of Shareholders

May 18, 2017

The 2017 Annual Meeting of Shareholders of NextEra Energy, Inc. (NextEra Energy or the Company) will be held on Thursday, May 18, 2017, at 8:00 a.m., Central time, in the Ballroom at the Hotel at Kirkwood Center at 7725 Kirkwood Boulevard SW, Cedar Rapids, Iowa 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 2017;
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. Non-binding advisory vote on whether NextEra Energy should hold a non-binding shareholder advisory vote to approve NextEra Energy s compensation of its named executive officers every 1, 2 or 3 years;
5. Approval of the NextEra Energy, Inc. 2017 Non-Employee Directors Stock Plan;
6. One shareholder proposal, as set forth on pages 25 to 26 of the accompanying proxy statement, if properly presented at the meeting; and

7. 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 23, 2017.

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 be furnishing proxy materials by taking advantage of the Securities and Exchange Commission rule that allows issuers to furnish proxy materials to their shareholders on the Internet. NextEra Energy believes this rule allows it to provide you with the information you need while reducing the environmental impact and cost of the annual meeting.

Regardless of whether you expect to attend the annual meeting, please submit your proxy or voting instructions on the Internet or by telephone promptly by following the instructions about how to view the proxy materials on your Notice of Internet Availability of Proxy Materials so that your shares can be voted. If you received your proxy materials by mail, you may submit your proxy or voting instructions on the Internet or by telephone, or you may submit your proxy by marking, dating, signing and returning the enclosed proxy/confidential voting instruction card. If you attend the annual meeting, you may withdraw your proxy and vote in person.

By order of the Board of Directors.

W. SCOTT SEELEY

Vice President, Compliance & Corporate Secretary

Juno Beach, Florida

March 27, 2017

Table of Contents

TABLE OF CONTENTS

<u>ELECTRONIC DELIVERY OF PROXY MATERIALS</u>	1
<u>ABOUT THE ANNUAL MEETING</u>	2
<u>2016 BUSINESS AND GOVERNANCE HIGHLIGHTS</u>	8
<u>BUSINESS OF THE ANNUAL MEETING</u>	9
<u>Proposal 1: Election as directors of the nominees specified in this proxy statement</u>	9
<u>Proposal 2: Ratification of appointment of Deloitte & Touche LLP as NextEra Energy's independent registered public accounting firm for 2017</u>	17
<u>Proposal 3: Approval, by non-binding advisory vote, of NextEra Energy's compensation of its named executive officers as disclosed in this proxy statement</u>	18
<u>Proposal 4: Non-binding advisory vote on whether NextEra Energy should hold a non-binding shareholder advisory vote to approve NextEra Energy's compensation of its named executive officers every 1, 2 or 3 years</u>	20
<u>Proposal 5: Approval of the NextEra Energy, Inc. 2017 Non-Employee Directors Stock Plan</u>	21
<u>Proposal 6: Shareholder proposal</u>	25
<u>INFORMATION ABOUT NEXTERA ENERGY AND MANAGEMENT</u>	28
<u>Common Stock Ownership of Certain Beneficial Owners and Management</u>	28
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	30
<u>CORPORATE GOVERNANCE AND BOARD MATTERS</u>	30
<u>Corporate Governance Principles & Guidelines/Code of Ethics</u>	30
<u>Director Resignation Policy</u>	30
<u>Director Independence</u>	30
<u>Board Leadership Structure</u>	32
<u>Board Refreshment and Diversity</u>	33
<u>Board Role in Risk Oversight</u>	33
<u>Director Meetings and Attendance</u>	34
<u>Board Committees</u>	34
<u>Consideration of Director Nominees</u>	38
<u>Communications with the Board</u>	39
<u>Website Disclosures</u>	40
<u>Transactions with Related Persons</u>	40
<u>AUDIT-RELATED MATTERS</u>	41
<u>Audit Committee Report</u>	41
<u>Fees Paid to Deloitte & Touche</u>	43
<u>Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services of Independent Registered Public Accounting Firm</u>	43
<u>EXECUTIVE COMPENSATION</u>	44
<u>Compensation Discussion & Analysis</u>	44
<u>Compensation Committee Report</u>	67
<u>Table 1a: 2016 Summary Compensation Table</u>	68
<u>Table 1b: 2016 Supplemental All Other Compensation</u>	70
<u>Table 2: 2016 Grants of Plan-Based Awards</u>	70
<u>Table 3: 2016 Outstanding Equity Awards at Fiscal Year End</u>	74
<u>Table 4: 2016 Option Exercises and Stock Vested</u>	78
<u>Table 5: Pension Benefits</u>	79
<u>Table 6: Nonqualified Deferred Compensation</u>	81

Potential Payments Upon Termination or Change in Control
DIRECTOR COMPENSATION

82
90

Table of Contents

<u>SHAREHOLDER PROPOSALS FOR 2018 ANNUAL MEETING</u>	91
<u>NO INCORPORATION BY REFERENCE</u>	92
<u>SHAREHOLDER ACCOUNT MAINTENANCE</u>	92
<u>APPENDIX A: NEXTERA ENERGY, INC. 2017 NON-EMPLOYEE DIRECTORS STOCK PLAN</u>	A-1
<u>APPENDIX B: RECONCILIATIONS OF NON-GAAP TO GAAP FINANCIAL MEASURES</u>	B-1

Table of Contents

NextEra Energy, Inc.

Annual Meeting of Shareholders

May 18, 2017

PROXY STATEMENT

This proxy statement contains information related to the solicitation of proxies by the Board of Directors of NextEra Energy, Inc. (the Board), a Florida corporation (NextEra Energy, the Company, we, us or our), in connection with the 2017 annual meeting of NextEra Energy's shareholders to be held on Thursday, May 18, 2017, at 8:00 a.m., Central time, in the Ballroom at the Hotel at Kirkwood Center at 7725 Kirkwood Boulevard SW, Cedar Rapids, Iowa, and at any adjournment(s) or postponement(s) of the annual meeting.

ELECTRONIC DELIVERY OF PROXY MATERIALS

Under the rules of the Securities and Exchange Commission (SEC), NextEra Energy is furnishing proxy materials to many of its shareholders on the Internet, rather than mailing paper copies of the materials to each shareholder.

On or about March 27, 2017, NextEra Energy mailed to many of its shareholders of record a Notice of Internet Availability of Proxy Materials (the Notice) containing instructions on how to access and review the proxy materials, including the proxy statement and annual report to shareholders, on the Internet. The Notice also instructs shareholders on how to access their proxy card to be able to submit their proxies on the Internet. Brokerage firms and other nominees who hold NextEra Energy shares on behalf of beneficial owners will be sending their own similar Notice. Other shareholders, in accordance with their prior requests, have received an e-mail notification of how to access the proxy materials and submit their proxies on the Internet. On or about March 27, 2017, NextEra Energy also began mailing a full set of proxy materials to certain shareholders, including shareholders who have previously requested a paper copy of the proxy materials.

Internet distribution of the proxy materials is designed to expedite receipt by shareholders, lower the cost of the annual meeting, and conserve natural resources. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the Notice. If you have previously elected to receive NextEra Energy's proxy materials electronically, you will continue to receive the materials via e-mail unless you elect otherwise.

How do I access the proxy materials if I received a Notice of Internet Availability of Proxy Materials?

The Notice you received from NextEra Energy or from your brokerage firm, bank or other nominee provides instructions regarding how to view NextEra Energy's proxy materials for the 2017 annual meeting on the Internet. As explained in greater detail in the Notice, to view the proxy materials and submit your proxy, you will need to follow the instructions in your Notice and have available your 16-digit Control number(s) contained in your Notice.

How do I request paper copies of the proxy materials?

Whether you hold NextEra Energy shares through a brokerage firm, bank or other nominee (in street name), or hold NextEra Energy shares directly in your name through NextEra Energy's transfer agent, Computershare Trust Company, N.A. (Computershare), as a shareholder of record, you may request paper copies of the 2017 annual meeting proxy materials by following the instructions listed at www.proxyvote.com, by telephoning 800-579-1639 or by sending an e-mail to sendmaterial@proxyvote.com.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE ANNUAL MEETING TO BE HELD MAY 18, 2017**

This proxy statement and the NextEra Energy 2016 annual report to shareholders are available at www.proxyvote.com.

Table of Contents

ABOUT THE ANNUAL MEETING

What is the purpose of the annual meeting?

At the annual meeting, shareholders will act upon the matters identified in the accompanying notice of annual meeting of shareholders. These matters include the election as directors of the nominees specified in this proxy statement, ratification of appointment of Deloitte & Touche LLP as NextEra Energy's independent registered public accounting firm for 2017, approval, by non-binding advisory vote, of NextEra Energy's compensation of its named executive officers as disclosed in this proxy statement, non-binding advisory vote on whether NextEra Energy should hold a non-binding shareholder advisory vote to approve NextEra Energy's compensation of its named executive officers every 1, 2 or 3 years, approval of the NextEra Energy, Inc. 2017 Non-Employee Directors Stock Plan, and, if properly presented at the meeting, consideration of one shareholder proposal.

Who may attend the annual meeting?

Subject to space availability, all shareholders as of the record date, or their duly appointed proxies, may attend the annual meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 7:30 a.m., Central time. If you plan to attend, please note that you will be asked to present valid picture identification, such as a driver's license or passport. Invited representatives of the media and financial community may also attend the annual meeting.

You will need proof of ownership of NextEra Energy common stock on the record date to attend the annual meeting:

If you hold shares directly in your name as a shareholder of record or if you are a participant in NextEra Energy's Employee Retirement Savings Plan:

If you received the Notice and you plan to attend the annual meeting, you may request an admission ticket by calling NextEra Energy Shareholder Services at 800-222-4511.

If you received the proxy materials by mail, an admission ticket is attached to your proxy/confidential voting instruction card. If you plan to attend the annual meeting, please submit your proxy but keep the admission ticket and bring it with you to the annual meeting.

If your shares are held in street name, you will need to bring proof that you were the beneficial owner of those street name shares of NextEra Energy common stock as of the record date, such as a legal proxy or a copy of a bank or

brokerage statement, and check in at the registration desk at the annual meeting. 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 annual meeting.

Will the annual meeting be webcast?

The annual meeting will be webcast (audio, listen only) on May 18, 2017. If you do not attend the annual meeting, you are invited to visit www.nexteraenergy.com at 8:00 a.m., Central time, on Thursday, May 18, 2017 to access the webcast of the annual meeting. You will not be able to vote your shares via the webcast. A replay of the webcast also will be available on NextEra Energy's website for 90 days after the annual meeting.

Who is entitled to vote at the annual meeting?

Only NextEra Energy shareholders at the close of business on March 23, 2017, the record date for the annual meeting, are entitled to receive notice of, and to vote at, the annual meeting. If you were a shareholder on that date, you will be entitled to vote all of the NextEra Energy shares that you held on that date at the annual meeting or any adjournment or postponement of the annual meeting.

Table of Contents

What are the voting rights of the holders of the Company's common stock?

Each outstanding share of NextEra Energy common stock, par value \$.01 per share (common stock), will be entitled to one vote on each matter properly brought before the annual meeting.

What constitutes a quorum?

The presence at the annual meeting, in person or by proxy, of the holders of a majority of the shares of NextEra Energy common stock issued and outstanding on the record date will constitute a quorum, permitting the business of the meeting to be conducted.

As of the record date, 468,168,428 shares of NextEra Energy common stock, representing the same number of votes, were outstanding. Thus, the presence of the holders of NextEra Energy common stock representing at least 234,084,214 shares will be required to establish a quorum.

In determining the presence of a quorum at the annual meeting, abstentions in person, proxies received but marked as abstentions as to any or all matters to be voted on that permit abstentions, and proxies received with broker non-votes on some but not all matters to be voted on will be counted as present.

A broker non-vote occurs when a broker, bank or other holder of record that holds shares for a beneficial owner (broker) does not vote on a particular proposal because the broker has not received voting instructions from the beneficial owner and does not have discretionary voting power for that particular proposal. Brokers may vote on ratification of the appointment of NextEra Energy's independent registered public accounting firm even if they have not received voting instructions from the beneficial owners whose shares they hold. However, brokers may not vote on any of the other matters submitted to shareholders at the 2017 annual meeting unless they have received voting instructions from the beneficial owner. See the response to *What vote is required to approve the matters proposed?* below for a discussion of the effect of broker non-votes.

What is the difference between holding shares as a shareholder of record and as a beneficial owner?

If your shares are registered directly in your name with NextEra Energy's transfer agent, Computershare, you are considered, with respect to those shares, the shareholder of record. The Notice or, for some shareholders of record, a full set of the proxy materials has been sent directly to you by or on behalf of NextEra Energy.

If your shares are held in street name, you are considered the beneficial owner of the shares. The Notice or, for some beneficial owners, a full set of the proxy materials has been forwarded to you by or on behalf of your broker, who is considered, with respect to those shares, the shareholder of record.

How do I submit my proxy or voting instructions?

On the Internet or by telephone or, if you received the proxy materials by mail, also by mail

On the Internet You may submit your proxy or voting instructions on the Internet 24 hours a day and up until 11:59 p.m., Eastern time, on Wednesday, May 17, 2017 by going to www.proxyvote.com and following the instructions on your screen. Please have your Notice or proxy/confidential voting instruction card available when you access the web page. If you hold your shares in street name, your broker, bank, trustee or other nominee may provide additional instructions to you regarding how to submit your proxy or voting instructions on the Internet.

By Telephone You may submit your proxy or voting instructions by telephone by calling the toll-free telephone number (800-690-6903) found on your proxy/confidential voting instruction card or in your Internet instructions, 24 hours a day and up until 11:59 p.m., Eastern time, on Wednesday, May 17, 2017, and following the prerecorded instructions. Please have your proxy/confidential voting instruction

Table of Contents

card or Notice and instructions provided on the Internet available when you call. If you hold your shares in street name, your broker, bank, trustee or other nominee may provide additional instructions to you regarding how to submit your proxy or voting instructions by telephone.

By Mail If you received the proxy materials by mail, you may submit your proxy by mail by marking the enclosed proxy/confidential voting instruction card, dating and signing it, and returning it in the postage-paid envelope provided to NextEra Energy, Inc. Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Your proxy/confidential voting instruction card must be received no later than Wednesday, May 17, 2017. If you hold your shares in street name, your broker, bank, trustee or other nominee may provide additional instructions to you regarding voting your shares by mail.

Please see the Notice, your proxy/confidential voting instruction card or the information your broker provided to you for more information on your options. NextEra Energy's proxy tabulator, Broadridge Investor Communications Solutions, Inc. (Broadridge), must receive any proxy/confidential voting instruction card that will not be delivered in person at the annual meeting, or any vote on the Internet or by telephone, no later than 11:59 p.m., Eastern time, on Wednesday, May 17, 2017.

If you are a shareholder of record and you return your signed proxy/confidential voting instruction card or submit your proxy on the Internet or by telephone, but do not indicate your voting preferences, the persons named as proxies in the proxy/confidential voting instruction card will vote the shares represented by that proxy as recommended by the Board on all proposals.

In person at the annual meeting

All shareholders may vote in person at the annual meeting. However, if you are a beneficial owner of shares, you must obtain a legal proxy from your broker and present it to the inspector of election with your ballot to be able to vote in person at the annual meeting. See the response to *Who may attend the annual meeting?* above for additional information on how to attend the annual meeting.

Your vote is important. You can save us the expense of a second mailing and further solicitation of proxies by submitting your proxy or voting instructions promptly.

May I change my vote after I submit my proxy or voting instructions on the Internet or by telephone or after I return my proxy/confidential voting instruction card or voting instructions?

Yes. If you are a shareholder of record, you may revoke your proxy before it is exercised by:

providing written notice of the revocation to the Corporate Secretary of the Company at the Company's offices at P.O. Box 14000, 700 Universe Blvd., Juno Beach, Florida 33408-0420;

making timely delivery of later-dated voting instructions on the Internet or by telephone or, if you received the proxy materials by mail, also by making timely delivery of a valid, later-dated proxy/confidential voting instruction card; or

voting by ballot at the annual meeting, although please note that attendance at the meeting will not by itself revoke a previously granted proxy.

You may change your proxy by using any one of these methods regardless of the method you previously used to submit your proxy.

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your broker. You may also vote in person at the annual meeting if you obtain a legal proxy as described in the answer to the previous question.

All shares for which proxies have been properly submitted and not revoked will be voted at the annual meeting.

Table of Contents

How do I vote my Employee Retirement Savings Plan (401(k)) shares?

If you participate in the NextEra Energy, Inc. Employee Retirement Savings Plan (the plan), you may give voting instructions to Fidelity Management Trust Company, as trustee of the plan (Trustee). If you are a non-bargaining NextEra Energy employee, or a bargaining unit employee outside the state of Florida, you may give your voting instructions to the Trustee by following the instructions you received in an e-mail from NEXTERA ENERGY, INC. [*id@ProxyVote.com*] sent to your work e-mail address (unless you opted to receive a paper copy of the proxy materials). If you are a Florida Power & Light Company (FPL) bargaining unit employee in Florida, or a participant in the plan who is not a current employee of NextEra Energy or its subsidiaries, or if you opted out of e-mail delivery, you may give your voting instructions to the Trustee on the Internet or by telephone by following the instructions on your proxy/confidential voting instruction card, or you may give your voting instructions to the Trustee by mail by completing and returning the proxy/confidential voting instruction card accompanying this proxy statement.

Your instructions will tell the Trustee how to vote the number of shares of NextEra Energy common stock in the plan reflecting your proportionate interest in the NextEra Energy Stock Fund and the NextEra Energy Leveraged ESOP Fund. You have this right because the plan deems you to be a named fiduciary of the shares of common stock allocated to your account for voting purposes. Your instructions will also determine the vote of a proportionate number of shares of common stock in the NextEra Energy Leveraged ESOP Fund which are not yet allocated to participants. If you do not give the Trustee voting instructions, the number of shares reflecting your proportionate interest in the NextEra Energy Stock Fund and the NextEra Energy Leveraged ESOP Fund will be voted by the Trustee in the same manner as it votes proportionate interests for which it receives voting instructions and your proportionate share of the unallocated NextEra Energy Leveraged ESOP Fund shares will be voted by the Trustee in the same manner as it votes unallocated shares for which instructions are received. The Trustee will vote your shares in accordance with your duly executed instructions received by 1:00 a.m., Eastern time, on Tuesday, May 16, 2017.

You may also revoke previously given voting instructions by 1:00 a.m., Eastern time, on Tuesday, May 16, 2017, by filing written notice of revocation with the Trustee or by giving new voting instructions in any of the ways described above. The Trustee will follow the last timely voting instructions which it receives from you. Your voting instructions will be kept confidential by the Trustee.

What is householding and how does it affect me?

NextEra Energy has adopted a procedure approved by the SEC called householding. Under this procedure, shareholders of record who have the same address and last name and do not participate in electronic delivery of proxy materials will receive only one package containing individual copies of the Notice or proxy materials in paper form for each shareholder of record at the address. This procedure will reduce the volume of duplicate materials shareholders receive, conserve natural resources and reduce NextEra Energy's postage costs. Shareholders who participate in householding and to whom a full set of proxy materials has been mailed will continue to receive separate proxy cards.

If you are a shareholder of record and are eligible for householding, but you and other shareholders of record with whom you share an address currently receive multiple packages containing copies of the Notice or proxy materials in

paper form, or if you hold shares in more than one account, and in either case you wish to receive only a single package for your household in the future, please contact Computershare in writing at Computershare Trust Company, N.A., P.O. Box 43078, Providence, RI 02940-3078 or by calling 888-218-4392. You may contact Computershare at the same mailing address or telephone number if you wish to revoke your consent to future householding mailings.

If your household receives only a single package containing a copy of the Notice or the proxy materials, and you wish to receive a separate copy for each shareholder of record, please contact Broadridge toll-free at 800-542-1061, or write to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, NY 11717, and separate copies will be provided promptly.

Table of Contents

Beneficial owners may request information about householding from their banks, brokers or other holders of record.

What are the Board's recommendations?

Unless you give other instructions, the persons named as proxies will vote in accordance with the recommendations of the Board. The Board's recommendations are set forth together with the description of each proposal in this proxy statement. In summary, the Board recommends a vote:

FOR election as directors of the nominees specified in this proxy statement. (See Proposal 1)

FOR ratification of appointment of Deloitte & Touche LLP as NextEra Energy's independent registered public accounting firm for 2017. (See Proposal 2)

FOR approval, by non-binding advisory vote, of NextEra Energy's compensation of its named executive officers as disclosed in this proxy statement. (See Proposal 3)

FOR 1 YEAR as the frequency with which NextEra Energy will hold a non-binding shareholder advisory vote to approve NextEra Energy's compensation of its named executive officers. (See Proposal 4)

FOR approval of the NextEra Energy, Inc. 2017 Non-Employee Directors Stock Plan. (See Proposal 5)

AGAINST the shareholder proposal. (See Proposal 6)

In accordance with the discretion of the persons acting under the proxy concerning such other business as may properly be brought before the annual meeting or any adjournment or postponement thereof.

What vote is required to approve the matters proposed?

Election as directors of the nominees specified in this proxy statement A nominee for director will be elected to the Board if the votes cast for such nominee's election by shareholders present in person or represented by proxy at the meeting and entitled to vote on the matter exceed the votes cast by such shareholders against such nominee's

election. If you are a beneficial owner, your broker is not permitted under New York Stock Exchange (NYSE) rules to vote your shares on the election of directors if your broker does not receive voting instructions from you. Without your voting instructions, a broker non-vote will occur. Since broker non-votes are not considered votes cast, they will have no legal effect on the election of directors. Abstentions are also not considered votes cast and will have no legal effect on the election of directors. See *Director Resignation Policy* in the section entitled *Corporate Governance and Board Matters* for information about NextEra Energy's policy if a nominee for director fails to receive the required vote.

Ratification of appointment of Deloitte & Touche LLP as NextEra Energy's independent registered public accounting firm for 2017 The ratification of appointment of Deloitte & Touche LLP as NextEra Energy's independent registered public accounting firm for 2017 will be approved if the votes cast for the proposal by shareholders present in person or represented by proxy at the meeting and entitled to vote on the matter exceed the votes cast by such shareholders against such proposal (a Majority Vote). Since brokers are permitted under NYSE rules to vote your shares on this proposal even if your broker does not receive voting instructions from you, there are not expected to be broker non-votes on this proposal. Abstentions are not considered votes cast and will have no legal effect on whether this proposal is approved.

Advisory approval of NextEra Energy's compensation of its named executive officers as disclosed in this proxy statement A Majority Vote is required to approve this non-binding advisory proposal. If your broker does not receive voting instructions from you, your broker is not permitted under NYSE rules to vote your shares on this proposal. Without your voting instructions, a broker non-vote will occur. Since broker non-votes are not considered votes cast, they will have no legal effect on whether this proposal is approved. Abstentions are also not considered votes cast and will have no legal effect on whether this proposal is approved. The vote on this proposal is advisory and the result of the vote on this

Table of Contents

proposal will not be binding on the Company, the Compensation Committee or the Board. However, the Compensation Committee will be able to consider the result of the vote when making future decisions regarding named executive officer compensation.

Advisory vote on the frequency with which NextEra Energy will hold a non-binding shareholder advisory vote to approve NextEra Energy's compensation of its named executive officers Generally, approval of any matter presented to shareholders requires a Majority Vote. However, because this vote is intended to indicate the preference of the Company's shareholders for the frequency of a non-binding advisory vote on the compensation of NextEra Energy's named executive officers (NEOs), the frequency option 1, 2 or 3 years receiving the greatest number of votes will be considered the frequency preferred by the Company's shareholders. If your broker does not receive voting instructions from you, your broker is not permitted under NYSE rules to vote your shares on this proposal. Without your voting instructions, a broker non-vote will occur. Since broker non-votes are not votes cast, they will have no legal effect on the voting results for this proposal. Abstentions are also not considered votes cast and will have no legal effect on the voting results for this proposal. Although this vote is not binding on the Company or the Board, the Board will take into consideration the outcome of the vote in making a determination on the frequency of future advisory votes to approve named executive officer compensation.

Approval of the NextEra Energy, Inc. 2017 Non-Employee Directors Stock Plan A Majority Vote is required to approve this proposal. If your broker does not receive voting instructions from you, your broker is not permitted under NYSE rules to vote your shares on this proposal. Without your voting instructions, a broker non-vote will occur. Since broker non-votes are not considered votes cast, they will have no legal effect on whether this proposal is approved. Abstentions are also not considered votes cast and will have no legal effect on whether this proposal is approved.

Shareholder proposal A Majority Vote is required to approve the shareholder proposal. If your broker does not receive voting instructions from you, your broker is not permitted under NYSE rules to vote your shares on the shareholder proposal. Without your voting instructions on the shareholder proposal, a broker non-vote will occur. Since broker non-votes are not considered votes cast, they will have no legal effect on whether the shareholder proposal is approved. Abstentions are also not considered votes cast and will have no legal effect on whether the shareholder proposal is approved.

Who pays for the solicitation of proxies?

NextEra Energy is soliciting proxies, and it will bear the expense of solicitation. Proxies will be solicited principally by mail and by electronic media, although directors, officers and employees of NextEra Energy or its subsidiaries may solicit proxies personally, by telephone or by electronic means, but without compensation other than their regular compensation. NextEra Energy has retained D.F. King & Co., Inc. to assist it in the solicitation of proxies, for which D.F. King & Co., Inc. will be paid a fee of \$12,500 plus reimbursement of out-of-pocket expenses. NextEra Energy will reimburse custodians, nominees and other persons for their out-of-pocket expenses in sending the Notice and/or proxy materials to beneficial owners.

Could other matters be decided at the annual meeting?

At the date of printing of this proxy statement, the Board did not know of any matters to be submitted for action at the annual meeting other than those referred to in this proxy statement and does not intend to bring before the meeting any matter other than the proposals described in this proxy statement. If, however, other matters are properly brought before the annual meeting, or any adjourned or postponed meeting, your proxies include discretionary authority on the part of the individuals appointed to vote your shares or act on those matters according to their discretion, including voting to adjourn or postpone the annual meeting one or more times to solicit additional proxies with respect to any proposal or for any other reason.

Table of Contents

2016 BUSINESS AND GOVERNANCE HIGHLIGHTS

2016 Business Highlights

NextEra Energy achieved Company-record adjusted earnings* of \$2.9 billion, adjusted earnings per share* of \$6.19 and a 1-year total shareholder return (TSR) of 18.4%. The Company's 2016 TSR outperformed the 2016 TSRs of the S&P 500 Utilities Index of 16.3% and S&P 500 Index of 12.0%.

These accomplishments came as NextEra Energy continued to be a leader among the 10 largest U.S. utilities in substantially all financial metrics. Among the largest 10 U.S. utilities, NextEra Energy ranked #3 for 3-year TSR, #1 for 5-year TSR, #1 for 10-year TSR, #2 for 3-year adjusted earnings per share (EPS) growth and #1 for 5-year, 7-year and 10-year adjusted EPS growth. In 2016, NextEra Energy ranked #1 among U.S. and global utility companies, based on market capitalization.**

In 2017, NextEra Energy was named by Fortune Magazine as the World's Most Admired Electric & Gas Utility for the tenth time in the last eleven years. Also in 2017, NextEra Energy was named by the Ethisphere Institute as one of the World's Most Ethical Companies for the tenth time in the last eleven years.

The returns that NextEra Energy generated for its shareholders were attributable to outstanding 2016 performance by the Company's two principal operating businesses, FPL and NextEra Energy Resources, LLC which are described in more detail in the CD&A beginning on page 44.

Ultimately, the Company's financial and operational performance is reflected in the increased value of its common stock. As the table on page 45 illustrates, TSR over the three-year period from December 31, 2013 to December 31, 2016 was 53%, meaning that an investment of \$100 in NextEra common stock on December 31, 2013 was worth \$152.61 on December 31, 2016.

2016 Governance Highlights

The Company is proud to have in place strong corporate governance practices. These include:

Eleven of twelve directors are independent. The CEO is the only management director.

The Board has an independent lead director.

The independent directors meet in executive sessions after each regularly scheduled Board meeting without management present. The Lead Director presides over these executive sessions. Board committees have executive sessions after regularly scheduled in-person committee meetings.

The Company has rigorous share ownership requirements for both non-employee directors and executives and prohibits short sales, hedging and margin accounts.

The Company does not have a shareholder rights (poison pill) plan.

The Company has no supermajority vote requirements in its Articles of Incorporation.

Shareholders holding 20% of the outstanding shares may call a special meeting.

All directors stand for election annually.

Non-employee directors may not serve on more than four public company boards.

- * This measure is not a financial measure calculated in accordance with accounting principles generally accepted in the United States of America (GAAP). See Appendix B 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, 2016; rankings are sourced from Bloomberg and FactSet Research Systems Inc.

Table of Contents

In uncontested elections, directors must be elected by a majority of votes cast.

The Board committees engage in annual self-assessments and the Board annually reviews its effectiveness.

The Governance and Nominating Committee engages in a continuous process of assessing whether current Board members provide the mix of skills and experience needed by the Board. As a result of this process, five new members have joined the Board since July 2012.

As discussed below, the Company's Amended and Restated Bylaws (the Bylaws) allow for shareholder proxy access nominees.

Recent changes to the Company's Articles of Incorporation and Bylaws demonstrate the active engagement of the Board and management in ensuring a responsive governance program.

The Board, through the Governance & Nominating Committee, engages in a comprehensive review of its governance practices. As a part of these reviews, the Company regularly initiates outreach discussions with shareholders owning a significant aggregate ownership interest in the Company to solicit input on the Company's governance. In 2016, as a result of these reviews and discussions, and taking into account a shareholder proposal approved at the 2016 annual meeting, the Board adopted an amendment to the Company's Bylaws to permit qualifying shareholders to include nominees for election to the Board in the Company's annual proxy statement (Proxy Access Bylaw). The Proxy Access Bylaw permits a shareholder, or group of up to 20 shareholders, owning continuously for three years 3% or more of NextEra Energy's outstanding common stock to nominate and have NextEra Energy include in its proxy materials director nominees for the greater of two directorships or 20% of the total number of directors, so long as any such shareholder or group of shareholders and their nominee or nominees have satisfied the requirements set forth in the Bylaws.

BUSINESS OF THE ANNUAL MEETING

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

The Board is currently composed of 12 members. Upon the recommendation of the Governance & Nominating Committee, the Board has nominated the 12 incumbent members listed below for election as directors at the 2017 annual meeting. Unless you specify otherwise in your proxy/confidential voting instruction card or in the voting instructions you submit on the Internet or by telephone, 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 the Board 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.

Table of Contents

Director Qualifications. The Corporate Governance Principles & Guidelines and the Governance & Nominating Committee Charter, copies of which are available on the Company's website at www.nexteraenergy.com/investors/governance.shtml, 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. The Board views itself as a cohesive whole consisting of members who together serve the interests of the Company and its shareholders. Qualifications, attributes and other factors considered by the Governance & Nominating Committee in recommending director nominees include, but are not limited to, the following:

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;

sufficient time to devote to the Company's affairs (including by limiting service on boards of public companies to no more than four public companies, including the Company);

character and integrity;

an inquiring mind and good judgment;

an ability to work effectively with others;

the individual's contribution to the achievement of a mix of directors who represent a diversity of background and experience, including age, gender, race, ethnicity and specialized experience;

an ability to represent the balanced interests of the Company's shareholders as a whole, rather than special constituencies;

the individual's independence as described in applicable listing standards, legislation, regulations and the Corporate Governance Principles & Guidelines;

the extent of the individual's business experience, technical expertise or specialized skills or experience, and whether the individual, by virtue of particular experience relevant to NextEra Energy's current or future business, will add specific value as a Board member; and

whether the individual would be considered an audit committee financial expert or financially literate as described in applicable listing standards or regulations.

As discussed more specifically below, the Governance & Nominating Committee considered in particular the contributions to a strong, diverse board of the individual backgrounds and experience of its current directors and nominees including, without limitation, experience in: leading and growing businesses; legislative, political and regulatory affairs; customer and client service; environmental compliance; cyber security and information management; investor relations; international business operations and management; industrial operations; capital raising strategies; executive compensation; renewable energy; nuclear power operations and management; finance; financial instruments, inclu