NEXTERA ENERGY INC
Form PRE 14A
February 23, 2015
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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 x Filed by a Party other than the Registrant ¨

Check the appropriate box:

x 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):

x 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:

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**Notice of 2015**

**Annual Meeting and**

**Proxy Statement**

**YOUR VOTE IS IMPORTANT**

**PLEASE SUBMIT YOUR PROXY PROMPTLY**

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**NextEra Energy, Inc.**

**P.O. Box 14000**

**700 Universe Boulevard**

**Juno Beach, Florida 33408-0420**

**Notice of Annual Meeting of Shareholders**

**May 21, 2015**

The Annual Meeting of Shareholders of NextEra Energy, Inc. ( NextEra Energy or the Company ) will be held in [ ] at the DoubleTree by Hilton Hotel at 1775 E. Cheyenne Mountain Blvd, Colorado Springs, Colorado at [ ]:00 a.m., Mountain time, on Thursday, May 21, 2015, 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 2015.

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. Approval of amendment to Article IV of the Restated Articles of Incorporation (the Charter ) to eliminate supermajority vote requirement for shareholder removal of a director.

5. Approval of amendment to eliminate Article VI of the Charter, which includes supermajority vote requirements regarding business combinations with interested shareholders.

6. Approval of amendment to Article VII of the Charter to eliminate the supermajority vote requirement, and provide that the vote required is a majority of outstanding shares, for shareholder approval of certain amendments to the Charter, any amendments to the Bylaws or the adoption of any new bylaws and eliminate an exception to the required vote.

7. Approval of amendment to Article IV of the Charter to eliminate the for cause requirement for shareholder removal of a director.

8. Approval of amendment to Article V of the Charter to lower the minimum share ownership threshold for shareholders to call a special meeting of shareholders from a majority to 20% of outstanding shares.

9. Two shareholder proposals, as set forth on pages 34 to 39 of the accompanying proxy statement, if properly presented at the meeting.

10. 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 24, 2015.

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 primarily by taking advantage of the Securities and Exchange Commission rule that allows issuers to furnish proxy materials to their shareholders on the Internet. The Company believes this rule allows it to provide you with the information you need while lowering the costs of delivery and reducing the environmental impact of 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, regardless of whether you expect to attend the annual meeting. 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 31, 2015

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**NextEra Energy, Inc.**

**Annual Meeting of Shareholders**

**May 21, 2015**

**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 2015 annual meeting of NextEra Energy s shareholders to be held on Thursday, May 21, 2015, at[ ]:00 a.m., Mountain time, in [ ] at the DoubleTree by Hilton Hotel at 1775 E. Cheyenne Mountain Blvd, Colorado Springs, Colorado, 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 31, 2015, 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 shares on behalf of beneficial owners will be sending their own similar Notice. Other shareholders, in accordance with their prior requests, have received e-mail notification of how to access the proxy materials and submit their proxies on the Internet. On or about March 31, 2015, 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 your brokerage firm, bank or other nominee provides instructions regarding how to view NextEra Energy s proxy materials for the 2015 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 visit *www.proxyvote.com* and have available your 12-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 2015 annual meeting proxy materials by following the instructions listed at *www.proxyvote.com*, by telephoning 1-800-579-1639 or by sending an e-mail to *sendmaterial@proxyvote.com*.

**IMPORTANT NOTICE REGARDING INTERNET AVAILABILITY OF PROXY MATERIALS**

**This proxy statement and the NextEra Energy 2014 annual report to shareholders are available at *www.proxyvote.com*.**

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## 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 2015, approval, by non-binding advisory vote, of NextEra Energy s compensation of its named executive officers as disclosed in this proxy statement, consideration of five proposals to amend the Restated Articles of Incorporation of NextEra Energy (the Charter ) which have been unanimously recommended by the Board to be approved by NextEra Energy s shareholders and, if properly presented at the meeting, consideration of two shareholder proposals.

**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 [ :30] a.m., Mountain time. If you plan to attend, please note that you may 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 enter 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 1-800-222-4511.

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 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 meeting.

**Will the annual meeting be webcast?**

Our annual meeting will be webcast (audio, listen only) on May 21, 2015. If you do not attend the annual meeting, you are invited to visit *www.nexteraenergy.com* at [ ]:00 a.m., Mountain time, on Thursday, May 21, 2015 to access the webcast of the meeting. You will not be able to vote your shares via the webcast. A replay of the webcast also will be available on our website through the first week of June 2015.

**Who is entitled to vote at the annual meeting?**

Only NextEra Energy shareholders at the close of business on March 24, 2015, 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 shares that you held on that date at the annual meeting or any adjournment(s) or postponement(s) of the annual meeting.

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**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, 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, [ ] shares of NextEra Energy common stock, representing the same number of votes, were outstanding. Thus, the presence of the holders of common stock representing at least [ ] 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 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 2015 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, was 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 20, 2015 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 found on your proxy/confidential voting instruction card or in your Internet instructions (1-800-690-6903), 24 hours a day and up until 11:59 p.m., Eastern time, on Wednesday, May 20, 2015, and following the prerecorded instructions. Please have your proxy/confidential voting instruction

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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 by Wednesday, May 20, 2015. 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 20, 2015.

**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.

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 its 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.

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**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 not be voted, but 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 19, 2015.

You may also revoke previously given voting instructions by 1:00 a.m., Eastern time, on Tuesday, May 19, 2015, 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, reduce NextEra Energy s postage fees and conserve natural resources. 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 1-888-218-4392. 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 1-800-542-1061, or write to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, NY 11717, and separate copies will be provided promptly.

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Beneficial owners can 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 item in this proxy statement. In summary, the Board recommends a vote:

**FOR** the 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 2015. (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** the proposal to amend Article IV of the Charter to eliminate the supermajority vote requirement for shareholder removal of a director. (See Proposal 4)

**FOR** the proposal to eliminate Article VI of the Charter which includes supermajority vote requirements regarding business combinations with interested shareholders. (See Proposal 5)

**FOR** the proposal to amend Article VII of the Charter to eliminate the supermajority vote requirement and provide that the vote required is a majority of outstanding shares, for shareholder approval of certain amendments to the Charter, any amendments to the Bylaws or the adoption of any new bylaws and eliminate an exception to the required vote. (See Proposal 6)

**FOR** the proposal to amend Article IV of the Charter to eliminate the for cause requirement for shareholder removal of a director. (See Proposal 7)

**FOR** the proposal to amend Article V of the Charter to lower the minimum share ownership threshold for shareholders to call a special meeting of shareholders from a majority to 20% of outstanding shares. (See Proposal 8)

**AGAINST** the shareholder proposals. (See Proposals 9 and 10)

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(s) or postponement(s) 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 the 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 2015*** The ratification of appointment of Deloitte & Touche LLP as NextEra Energy s independent registered public accounting firm for 2015 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 proposal exceed the votes cast by such shareholders against the proposal (a

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Majority Vote ). Since brokers are permitted under NYSE rules to vote your shares on this proposal even if the 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. Brokers are not permitted under NYSE rules to vote your shares on this proposal if the 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 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 proposal will not be binding on the Company, the Compensation Committee or the Board. However, the Compensation Committee will be able to consider the voting results when making future decisions regarding named executive officer compensation.

***Proposals 4 through 8*** A separate Majority Vote is required to approve each of Proposals 4 through 8. Brokers are not permitted under NYSE rules to vote your shares on these proposals if the 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 whether these proposals are approved. Abstentions are also not considered votes cast and will have no legal effect on whether these proposals are approved.

***Shareholder proposals*** A separate Majority Vote is required to approve each of the shareholder proposals. Brokers are not permitted under NYSE rules to vote your shares on these proposals if the 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 whether these proposals are approved. Abstentions are also not considered votes cast and will have no legal effect on whether the shareholder proposals are 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.

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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 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 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.

*Director Qualifications*. The NextEra Energy, Inc. Corporate Governance Principles & Guidelines ( 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 a position on the Board. 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):

- 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 limiting service on boards of public companies (including the Company) to no more than four public companies);
- character and integrity;
- an inquiring mind and good judgment;
- an ability to work effectively with others;
- whether an individual assists in achieving a mix of directors that represents 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, legislation, regulations or Audit Committee guidelines.

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;

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legislative, political and regulatory affairs; customer and client service; environmental compliance; investor relations; international business operations and management; industrial operations; capital raising strategies; executive compensation; renewable energy; nuclear power operations and management; finance; financial instruments, including derivatives; risk management; and strategic planning. The regulated and competitive operations of the Company require an understanding of, among other things, the regulatory, legislative and political environment affecting public utility and competitive energy operations, the service demands of wholesale and retail power customers, the effect of new technologies on the Company s strategic direction, the challenges of maintaining growth without sacrificing profitability, the diverse options available for financing the Company s businesses and the Company s responsibilities to the customers and communities it serves. The particular experience, qualifications, attributes and skills that led the Governance & Nominating Committee and the Board to conclude, in light of the Company s business and structure, that each current director and nominee should serve as a NextEra Energy director include (but are not limited to) the following:

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, she has had extensive experience with Florida-based customers and business conditions. In addition, her 17 years of service on the Board have provided her with knowledge and experience regarding the Company s history and businesses.

Mr. Beall has 41 years of leadership experience at Beall s, Inc., the parent company of Beall s Department Stores, Inc. and Beall s Outlet Stores, Inc. (collectively, Beall s ), during which the company grew from seven stores in Florida and sales of $6 million to over 500 stores in 14 states and over $1 billion in annual sales. In addition to this experience in growing and leading a business, Mr. Beall has extensive experience with Florida-based customers and business conditions. Further, his more than 25 years of service on the Board have provided him with knowledge and experience regarding the Company s history and businesses.

Mr. Camaren had 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 relations and investor relations.

Mr. Dunn has extensive experience in investment, 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 David A. Tepper School of Business at Carnegie Mellon University. Mr. Dunn has a Ph.D. in industrial administration.

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 The Pennsylvania State University.

Mr. Hachigian has extensive leadership, operations and strategic planning experience gained 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 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

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risk oversight experience developed through his service on the audit committee of another public company and as a 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).

Ms. Jennings has extensive legislative and political experience, having served four years as Lieutenant Governor of the State of Florida and 24 years in the Florida legislature. She served as a member of Florida Governor Rick Scott s transition team. In addition, through her 20 years as president and seven 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.

Ms. Lane has 26 years of leadership experience with financial services, capital markets, finance and accounting, capital structure, 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 & Co., Inc., from 1997 until her retirement in 2002. In that role, she led and worked on mergers and acquisitions, 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., where she founded and led the retail industry investment banking unit, having joined that firm in 1989. Ms. Lane has a MBA from the Wharton School of Business.

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, LLC ( 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, 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 on the nominating and corporate governance committee 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 B.A. degree from Harvard College and a MBA from Harvard Business School.

Mr. Schupp has 30 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, in mergers and acquisitions, in developing and implementing capital raising strategies, in strategic planning and with 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.

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 Corporation, a utility services holding company ( Exelon ), 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 things, he operated nuclear submarines. Mr. Skolds also holds a MBA from the University of South Carolina.

Mr. Swanson had 42 years of leadership experience at Raytheon Company ( Raytheon ), including through September 2014 as chairman of the board and his ten years of service, through March 31, 2014, as chief executive officer of this complex public company with international operations, revenues in

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2014 of approximately $23 billion and approximately 61,000 employees. 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.

Mr. Tookes had 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 businesses. His public company board experience includes service on the audit, finance, compensation, governance and nominating and business ethics committees of various public companies.

Listed below are the 13 nominees for election as directors, their ages and principal occupations and certain other information regarding them. Unless otherwise noted, each director has held his or her present position continuously for five years or more and his or her employment history is uninterrupted.

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| **Sherry S. Barrat** | Mrs. Barrat, 65, 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. Mrs. Barrat is a director of Arthur J. Gallagher & Company (since July 2013) and serves as an independent trustee or director of certain Prudential Insurance mutual funds (since January 2013). Mrs. Barrat has been a director of NextEra Energy since 1998. |
| **Robert M. Beall, II** | Mr. Beall, 71, is chairman of Beall s, which operates retail stores located from Florida to New Mexico. Until August 2006, he was also chief executive officer of Beall s. Mr. Beall is currently, and has been since 2004, a director of SunTrust Banks, Inc., and is currently a director of Blue Cross/Blue Shield of Florida. Mr. Beall has been a director of NextEra Energy since 1989. |
| | Mr. Camaren, 60, 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 |

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| **James L. Camaren** | vice president, and vice chairman, becoming chairman and chief executive officer in 1996. Mr. Camaren has been a director of NextEra Energy since 2002. |

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| **Kenneth B. Dunn** | Mr. Dunn, 63, is Professor of Financial Economics at the David A. Tepper School of Business at Carnegie Mellon University (the Tepper School ), a position he has held since July 2002, and, since 2011, has been an academic affiliate of Finance Scholars Group, a provider of expert witness and litigation support services. 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. Mr. Dunn was a director of BlackRock, Inc. from 2005 until 2011. He has been a director of NextEra Energy since 2010. |
| **Naren K. Gursahaney** | Mr. Gursahaney, 53, is the president and chief executive officer, and a member of the Board of Directors, of The ADT Corporation ( ADT ). 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. He has been a director of NextEra Energy since July 2014. |
| **Kirk S. Hachigian** | Mr. Hachigian, 55, has been chairman and chief executive officer of JELD-WEN, Inc., a manufacturer of windows and doors, since April 1, 2014. 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 the assumption of his current positions with JELD-WEN, Inc. He is a director of PACCAR, Inc. (since 2008) and of Allegion plc (since November 2013). Mr. Hachigian has been a director of NextEra Energy since October 2013. |

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| **Toni Jennings** | Ms. Jennings, 65, has served since 2007 as the 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, including two consecutive terms as Senate President, and a member of the Florida House of Representatives from 1976 until 1980. From 1983 until she became Lieutenant Governor, she also served as president of Jack Jennings & Sons. Ms. Jennings is a director of Brown & Brown, Inc. (since 2007) and of Post Properties, Inc. (since May 2013). Ms. Jennings has been a director of NextEra Energy since 2007. |
| **Amy B. Lane** | Ms. Lane, 62, retired in 2002 as managing director and group leader of the global Retailing Investment Banking Group at Merrill Lynch & Co., Inc. Prior to joining Merrill Lynch in 1997, she was a managing director at Salomon Brothers, Inc., where she founded and led the retail industry investment banking unit, having joined Salomon Brothers in 1989. Ms. Lane is a director of TJX Companies (since 2005), GNC Holdings, Inc. (since 2011) and is a trustee of Urban Edge Properties, an equity real estate investment trust (since January 2015). Ms. Lane has been a director of NextEra Energy since February 2015. |
| **James L. Robo** | Mr. Robo, 52, 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 the general partner of NextEra Energy Partners, LP, the Company s publicly traded limited partnership. He is a director of J.B. Hunt Transport Services, Inc. (since 2002), and has served as J.B Hunt s lead independent director since 2012. |
| **Rudy E. Schupp** | Mr. Schupp, 64, is president Florida Division of Valley National Bank and previously served as president and chief executive officer, and a director, of 1st United Bank, a banking corporation located 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 on November 1, 2014. He was the chairman, president and chief executive officer of Republic Security Bank 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. In March 2002, Mr. Schupp became a managing director of Ryan Beck & Co., an investment banking and brokerage company, a position he held until March 2003. He served as a director of the Federal Reserve Bank of Atlanta until retiring in 2014. Mr. Schupp has been a director of NextEra Energy since 2005.

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| **John L. Skolds** | Mr. Skolds, 64, is retired. He served as executive vice president of 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. He also served as president and chief operating officer of Outer Banks Ocean Energy Corporation from October 2009 to March 2010. Mr. Skolds was a director of Constellation Energy Group from 2007 until its merger with Exelon in March 2012. Mr. Skolds has been a director of NextEra Energy since 2012. |
| **William H. Swanson** | Mr. Swanson, 66, is the former chairman of the board and chief executive officer of 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 has held a wide range of leadership positions with the company. Mr. Swanson has been a director of NextEra Energy since 2009. |
| **Hansel E. Tookes, II** | Mr. Tookes, 67, 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. He is a director of Corning Incorporated (since 2001), Harris Corporation (since 2005) and Ryder System, Inc. (since 2002). Mr. Tookes has been a director of NextEra Energy since 2005. |

**THE BOARD 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 2015**

In accordance with the provisions of the Sarbanes-Oxley Act of 2002 ( Sarbanes-Oxley ), the Audit Committee of the Board appoints the Company s independent registered public accounting firm. It has appointed Deloitte & Touche LLP ( Deloitte & Touche ) as the independent registered public accounting firm to audit the accounts of NextEra Energy and its subsidiaries, as well as to provide its opinion on the effectiveness of the Company s internal control over financial reporting, for the fiscal year ending December 31, 2015. Although ratification is not required by NextEra Energy s Amended and Restated Bylaws or otherwise, 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 55 of this proxy statement.

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

Unless you specify otherwise in your proxy/confidential voting instruction card or in the instructions you give on the Internet or by telephone, your proxy will be voted **FOR** ratification of the appointment of Deloitte & Touche as NextEra Energy s independent registered public accounting firm for 2015.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015**

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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, which is commonly called a say-on-pay vote. The advisory vote is to approve the compensation of the Company s named executive officers as described below (beginning on page 58) in the *Compensation Discussion & Analysis* section of this proxy statement and in the tabular and narrative disclosure following that section. While this vote is not binding on the Compensation Committee, the Board or the Company, 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 named executive officer compensation. See *Compensation Discussion & Analysis* for a description of how the Compensation Committee took the results of the Company s 2014 say-on-pay vote into account in making compensation determinations for the named executive officers for 2015. Shareholders will be given the opportunity to cast an advisory vote on this topic annually, so that, following the vote on this proposal, the next opportunity will occur in connection with the Company s 2016 annual meeting of shareholders.

The fundamental objective of NextEra Energy s executive compensation program is to motivate and reward actions that the Compensation Committee believes will increase shareholder value, particularly over the longer term. The program is designed to retain, motivate, attract, reward and develop high-quality, high-performing executive leadership whose talent and expertise should enable the Company to create long-term shareholder value. The Compensation Committee believes the Company s executive compensation program reflects a strong *pay-for-performance* philosophy and is well-aligned with the long-term interests of shareholders and other important Company stakeholders, including customers and employees. A significant portion of each named executive officer s total compensation opportunity is performance-based and carries both upside and downside potential. Named executive officers (and all of NextEra Energy s other officers) must build and maintain a significant and continuing equity interest in NextEra Energy. This helps to ensure that their interests are aligned with those of shareholders and that changes in the price of NextEra Energy common stock have a meaningful economic effect on the officers.

The *Executive Compensation* section below, including *Compensation Discussion & Analysis*, provides a more detailed discussion of the Company s compensation program for its named executive officers. The discussion reflects that NextEra Energy s compensation program has been achieving its objective. For example, the chart below compares the Company s total shareholder return ( TSR ) for the 1-, 3-, 5- and 10-year periods ended December 31, 2014 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, with the exception of the 1-year period versus the UTY and the S&P 500 Utilities Index. NextEra Energy s outperformance over all these periods in comparison to others in its industry, and over the 1-year, 3-year, 5-year and 10-year periods in comparison to the S&P 500, was quite substantial.

**NextEra Energy Total Shareholder Return Through 12-31-14 vs. Various Indices(1)**

| | 1-year TSR | 3-year TSR | 5-year TSR | 10-year TSR |
|---|---|---|---|---|
| NextEra Energy | 28% | 93% | 141% | 300% |
| S&P 500 Electric Utilities Index, total return | 31% | 41% | 76% | 141% |
| S&P 500 Utilities Index, total return | 29% | 48% | 87% | 151% |
| UTY, total return | 29% | 42% | 79% | 142% |
| S&P 500, total return | 14% | 75% | 105% | 109% |

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

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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 named executive officers, as disclosed pursuant to Item 402 of Regulation S-K as promulgated by the Securities and Exchange Commission in the NextEra Energy, Inc. proxy statement for the 2015 annual meeting of shareholders, including the *Compensation Discussion & Analysis* section, the compensation tables and the accompanying narrative discussion.

Unless you specify otherwise in your proxy/confidential voting instruction card or in the instructions you give on the Internet or by telephone, your proxy will be voted **FOR** approval, by non-binding advisory vote, of NextEra Energy s compensation of its named executive officers 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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**Overview of Supermajority Shareholder Vote Proposals (Proposals 4, 5 and 6) and Additional Corporate Governance Proposals (Proposals 7 and 8)**

**2014 Corporate Governance Initiative by the Board**

At the Company s 2014 annual meeting of shareholders, a shareholder proposal requesting that the Board take all steps necessary to eliminate from NextEra Energy s Charter and Amended and Restated Bylaws ( Bylaws ) all provisions that require a greater than simple majority vote for shareholder approval of any matter was approved by the affirmative vote of 73% of the votes cast on the proposal. In response to the approval of this shareholder proposal, the Governance & Nominating Committee over the remainder of 2014 engaged in a review of the supermajority vote provisions in the Charter and Bylaws. As part of its review, the Governance & Nominating Committee also undertook a broader review of the Company s corporate governance practices. In connection with these reviews, the Company initiated shareholder outreach discussions with shareholders owning a significant aggregate ownership interest in the Company to solicit input about possible changes to the Charter and Bylaws, including the supermajority provisions.

As a result of this process, the Board has determined that the proposed amendments to the Charter that seek to address the Charter s supermajority vote provisions, as set forth in Proposals 4, 5 and 6 (the Supermajority Shareholder Vote Proposals ), are responsive to the shareholder proposal that was approved at the Company s 2014 annual meeting of shareholders. Also as a result of shareholder outreach and the broader corporate governance review by the Governance & Nominating Committee, the Board determined to propose certain other improvements to the corporate governance practices of the Company as set forth in Proposals 7 and 8 (the Additional Corporate Governance Proposals ). The Board has determined that the Supermajority Shareholder Vote Proposals and the Additional Corporate Governance Proposals are advisable and in the best interests of the Company and its shareholders.

**Supermajority Shareholder Vote Proposals (Proposals 4, 5 and 6)**

The Supermajority Shareholder Vote Proposals request amendments to the Charter to: eliminate the supermajority vote requirement for shareholder removal of a director in Article IV (Proposal 4); eliminate the provisions of Article VI regarding business combinations with interested shareholders, which include supermajority vote requirements (Proposal 5); and eliminate the supermajority vote requirement and provide that the vote required is a majority of outstanding shares, for shareholder approval of amendments to certain provisions of the Charter and Bylaws or the adoption of any new bylaws and eliminate an exception to the required vote (Proposal 6).

The supermajority vote provisions that would be eliminated by the amendments to the Charter submitted for shareholder approval in the Supermajority Shareholder Vote Proposals, and by conforming amendments to the Bylaws that the Board has undertaken to make effective at the same time as the Charter amendments implemented pursuant to the Supermajority Shareholder Vote Proposals if approved by the shareholders, constitute all of the provisions of the Charter and Bylaws that require shareholder approval by more than a majority of the outstanding shares of the Company s common stock.

The Company recommends that shareholders vote **FOR** each of the Supermajority Shareholder Vote Proposals.

**Additional Corporate Governance Proposals (Proposals 7 and 8)**

The Additional Corporate Governance Proposals request amendments to the Charter to: eliminate the for cause requirement for shareholder removal of a director in Article IV (Proposal 7); and lower the minimum share ownership threshold for shareholders to call a special meeting of shareholders in Article V from a majority of outstanding shares to 20% of outstanding shares (Proposal 8).

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The Company recommends that shareholders vote **FOR** each of the Additional Corporate Governance Proposals.

**Additional Information Regarding Proposals 4 Through 8**

Shareholder approval of any of Proposals 4, 5, 6, 7 and 8 is not conditioned upon the approval of any of the other proposals.

If one or more of Proposals 4, 5, 6, 7 and 8 is approved by the shareholders, the Company intends to file promptly articles of amendment to the Charter with the Florida Department of State reflecting the amendments approved in such proposals. The amendments will be effective on the date on which the articles of amendment are filed with the Florida Department of State. The text of each of the Charter changes proposed by Proposals 4, 5, 6, 7 and 8 are set forth below in the discussion of the applicable proposal.

If shareholders approve any or all of Proposals 4, 6, 7 and 8, the Board has undertaken to approve amendments to the corresponding provisions of the Company s Bylaws.

If any of Proposals 4, 5 and 6 is not approved by the shareholders, the current supermajority vote provisions described in the applicable proposal will remain in place and the actions described in such proposal will continue to require the vote of the holders of 75% of the voting power of the Company s outstanding shares of voting stock, voting together as a single class, as provided in the current Charter.

If Proposal 7 is not approved by the shareholders, the current for cause requirement for shareholder removal of a director will remain in place and the actions described in such proposal will continue to require that shareholders may remove a director only for cause as described in such proposal.

If Proposal 8 is not approved by the shareholders, the current majority share ownership threshold for shareholders to call a special meeting of shareholders will remain in place as provided in Article V of the current Charter.

The Company s current Charter is available on the Company s website at *http://www.nexteraenergy.com/pdf/articles.pdf*.

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**Supermajority Shareholder Vote Proposals (Proposals 4, 5 and 6)**

**Proposal 4: Approval of amendment to Article IV of the Charter to eliminate supermajority vote requirement for shareholder removal of a director**

The Board has approved, and recommends that shareholders approve, an amendment to Article IV of the Charter to eliminate the supermajority shareholder vote requirement for shareholder removal of a director. Article IV currently requires the affirmative vote of holders of at least 75% of the voting power of the Company s outstanding shares of voting stock, voting together as a single class, to remove a director, and provides that shareholders may remove a director only for cause.

**Provisions of Article IV Regarding Shareholder Removal of a Director**

The first paragraph of Section 3 of Article IV imposes two requirements that must be satisfied for shareholders to remove a director:

- the director may be removed only by the affirmative vote of the holders of at least 75% of the voting power of the outstanding shares of voting stock, voting together as a single class; and

- the director may be removed only for cause.

The Charter defines voting stock to include the Company s common stock and any other capital stock entitled to vote generally in the election of directors. Article IV provides that, except as may otherwise be provided by law, cause for a director s removal will be construed to exist only if the director has been convicted of a felony by a court of competent jurisdiction and the conviction is no longer subject to direct appeal, or has been adjudged by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of the director s duty to the Company in a matter of substantial importance to the Company, and such an adjudication is no longer subject to direct appeal.

**Text of Article IV as Proposed to be Amended**

If shareholders approve this Proposal 4, but not Proposal 7 (which proposes to eliminate the requirement that shareholders may only remove a director for cause ), Section 3 of Article IV will be amended to read in its entirety as follows:

**Article IV**

Section 3. Removal. A director may be removed by the majority vote of the entire Board of Directors. A director may also be removed by shareholders, but only for cause. Except as may otherwise be provided by law, cause for removal shall be construed to exist only if the director whose removal is proposed has been convicted of a felony by a court of competent jurisdiction and such conviction is no longer subject to direct appeal or has been adjudged by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his or her duty to the Corporation in a matter of substantial importance to the Corporation, and such adjudication is no longer subject to direct appeal.

Notwithstanding the foregoing, and except as otherwise provided by law, in the event that holders of any class or series of Preferred Stock are entitled, voting separately as a class, to elect one or more directors, only the holders of that class or series may participate in a vote with respect to the removal by shareholders of a director so elected.

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**Effect of Article IV Amendment**

If shareholders approve this Proposal 4, Article IV will be amended to eliminate the supermajority vote requirement currently applicable to any shareholder action to remove a director. Upon the effectiveness of this Article IV amendment, a director will be subject to removal by shareholders:

- if the number of votes cast in favor of the director s removal exceed the number of votes cast against the director s removal, in accordance with the Majority Vote standard; and
- only for cause, as described above.

**Text of Article IV as Proposed to be Amended by this Proposal 4 and Proposal 7**

If shareholders approve this Proposal 4 and Proposal 7, Section 3 of Article IV will be amended to read in its entirety as follows:

**Article IV**

Section 3. Removal. A director may be removed by the majority vote of the entire Board of Directors. A director may also be removed by shareholders.

Notwithstanding the foregoing, and except as otherwise provided by law, in the event that holders of any class or series of Preferred Stock are entitled, voting separately as a class, to elect one or more directors, only the holders of that class or series may participate in a vote with respect to the removal by shareholders of a director so elected.

**Effect of Article IV Amendments under Proposal 4 and Proposal 7**

If shareholders approve this Proposal 4, Article IV will be amended to eliminate the supermajority vote requirement and, if shareholders also approve Proposal 7, Article IV will be further amended to eliminate the for cause requirement currently applicable to any shareholder action to remove a director. Upon the effectiveness of both of these amendments, a director will be subject to removal by shareholders:

- if the number of votes cast in favor of the director s removal exceed the number of votes cast against the director s removal, in accordance with the Majority Vote standard; and
- with or without cause, in accordance with the provisions of the Florida Business Corporation Act (the Florida Act ).

**Article IV if Proposal 4 is not Approved but Proposal 7 is Approved**

If this Proposal 4 is not approved by the shareholders, the current supermajority vote requirement described above will remain in place and will continue to require the vote of the holders of 75% of the voting power of the Company s outstanding shares of voting stock, voting together as a single class, as provided in the current Charter. In addition, if this Proposal 4 is not approved and Proposal 7 is approved, the for cause requirement applicable to shareholder removal of a director, as described above, will be eliminated.

**Conforming Amendment to Bylaws**

If shareholders approve this Proposal 4, the Board will approve an amendment to the first paragraph of Section 4 of Article II of the Bylaws to eliminate provisions which, consistent with Article IV of the Charter, require a supermajority vote of shareholders to remove a director, and will approve an amendment to the second paragraph of such Section 4 to make conforming changes. Upon approval by the Board, the Bylaw amendment will become effective at the same time as the Article IV amendment.

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**Vote Required to Approve Proposal 4**

The Article IV amendment has been unanimously recommended by members of the Board, all of whom qualify as continuing directors under the Charter. As a result, approval of the Article IV amendment does not require a 75% shareholder vote. A Majority Vote is required to approve the Article IV amendment.

Shareholder approval of this Proposal 4 is not conditioned on shareholder approval of Proposals 5, 6, 7 or 8.

Unless you specify otherwise in your proxy/confidential voting instruction card or in the instructions you give on the Internet or by telephone, your proxy will be voted **FOR** Proposal 4.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF AMENDMENT TO ARTICLE IV OF THE CHARTER TO ELIMINATE SUPERMAJORITY VOTE REQUIREMENT FOR SHAREHOLDER REMOVAL OF A DIRECTOR**

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**Proposal 5: Approval of amendment to eliminate Article VI of the Charter, which includes supermajority vote requirements regarding business combinations with interested shareholders**

The Board has approved, and recommends that shareholders approve, an amendment to Article VI of the Charter (the Article VI amendment ) to eliminate the provisions of that Article due to its supermajority shareholder vote requirements. Article VI currently requires the affirmative vote of holders of at least 75% of the voting power of the Company s outstanding shares of voting stock, voting together as a single class, to approve certain business combinations with an interested shareholder.

**Supermajority Vote Requirement of Article VI**

Article VI generally requires, in addition to any affirmative vote required by law or the Charter, a 75% shareholder vote to approve certain business combinations with an interested shareholder, as those terms are defined in the Charter, or the interested shareholder s affiliate, unless the transactions are approved by a majority of the continuing directors under the Charter or, in some cases, unless specified minimum price and procedural requirements are met. The Charter defines the term interested shareholder to include a security holder who is the direct or indirect beneficial owner of 10% or more of the voting power of the outstanding shares of voting stock and the term continuing director generally to include any director who is not an affiliate, associate or representative of an interested shareholder.

The term business combination is defined in the Charter to include the following transactions:

- any merger or consolidation of the Company or a direct or indirect majority-owned subsidiary with (1) any interested shareholder or (2) any other corporation (whether or not itself an interested shareholder) which is, or after such merger or consolidation would be, an affiliate of an interested shareholder;

- any sale, lease, exchange, mortgage, pledge, transfer or other disposition in one transaction or a series of transactions to or with any interested shareholder or any affiliate of any interested shareholder of assets of the Company or any direct or indirect majority-owned subsidiary having an aggregate fair market value of $10 million or more; the issuance or transfer by the Company or any direct or indirect majority-owned subsidiary in one transaction or a series of transactions of any securities of the Company or any such subsidiary to any interested shareholder or any affiliate of any interested shareholder in exchange for cash, securities or other property, or a combination thereof, having an aggregate fair market value of $10 million or more;

- the adoption of any plan or proposal for the liquidation or dissolution of the Company proposed by or on behalf of an interested shareholder or an affiliate of an interested shareholder; or

- any reclassification of securities (including any reverse stock split) or recapitalization of the Company, or any merger or consolidation of the Company with any of its direct or indirect majority-owned subsidiaries or any other transaction which has the direct or indirect effect of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Company or any direct or indirect majority-owned subsidiary which is directly or indirectly owned by any interested shareholder or any affiliate of any interested shareholder.

If this Proposal 5 is not approved by the shareholders, the current provisions of Article VI of the Charter regarding business combinations with interested shareholders, including the supermajority vote requirements described above,

will remain in place and the actions described in such proposal will continue to require the vote of the holders of 75% of the voting power of the Company s outstanding shares of voting stock, voting together as a single class, as provided in the current Charter.

Article VI of the Charter defines certain terms that are used in Article VII. If this Proposal 5 is approved, and Proposal 6 (which proposes to eliminate the supermajority vote requirement for shareholder approval of specified amendments to the Charter and Bylaws) is not approved, Article VII of the Charter will be

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amended to delete the reference to Article VI, and to include the defined terms and provisions relating to the power of the Board to make certain determinations relating to such defined terms currently found in Article VI.

The text of Article VII, as it would be amended in the event this Proposal 5 is approved, and Proposal 6 is not approved, is set forth in Appendix A to this proxy statement.

**By voting in favor of this Proposal 5, in the event this Proposal 5 is approved, and Proposal 6 is not approved, you are also approving the amendment to Article VII set forth in Appendix A to this proxy statement.**

**Text of Article VI as Proposed to be Amended**

If shareholders approve this Proposal 5, Article VI will be amended by the Article VI amendment to read in its entirety as follows:

**Article VI**

[Reserved]

**Effect of Article VI Amendment**

Article VI was included in the Company s original 1984 Charter because it was considered that Article VI s supermajority shareholder vote provisions can discourage interested shareholders from seeking to gain control of the Company on terms that the Board does not believe are in the best interests of the Company and its shareholders. Proposal 5 would delete the provisions of Article VI regarding approval of business combinations with interested shareholders entirely, but would not affect the potential application to NextEra Energy of provisions under the Florida Act, enacted after the adoption of Article VI, that require supermajority approval of certain types of business combinations and other extraordinary corporate transactions. Accordingly, if shareholders approve this Proposal 5, the Company, as a Florida corporation, will continue to be subject to the affiliated transactions provisions and the control share acquisition provisions of the Florida Act, as described below. In addition, after the Article VI amendment is effective, shareholders generally will be able to approve any business combination or other extraordinary corporate transaction requiring shareholder approval and not subject to those provisions of the Florida Act under the Majority Vote standard or other applicable majority vote standard under the Florida Act, unless the Florida Act, or to the extent permitted by the Florida Act, the Board, requires a greater vote.

***Supermajority Shareholder Vote Requirements Under the Florida Act***

*Affiliated Transactions Provisions of Florida Act.* The Florida Act provides that an affiliated transaction of a Florida corporation with an interested shareholder, as those terms are defined in the statute, generally must be approved by the affirmative vote of the holders of two-thirds of the outstanding voting shares, other than the shares beneficially owned by the interested shareholder. The Florida Act defines an interested shareholder as any person who is the beneficial owner of more than 10% of the outstanding voting shares of the corporation. The affiliated transactions covered by the Florida Act include, with specified exceptions:

mergers and consolidations of the corporation with the interested shareholder;

any sale, lease, mortgage, pledge or other disposition of assets representing 5% or more of the aggregate fair market value of the corporation s assets, outstanding shares, earning power or net income to the interested shareholder;

issuances by the corporation of 5% or more of the aggregate fair market value of its outstanding shares to the interested shareholder;

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the adoption of any plan for the liquidation or dissolution of the corporation proposed by or pursuant to an arrangement with the interested shareholder;

any reclassification of the corporation s securities (defined to include, among other matters, any stock split, reverse stock split or stock dividend), recapitalization of the corporation, merger or consolidation, or other transaction which has the effect of increasing by more than 5% the percentage of the outstanding voting shares of the corporation beneficially owned by the interested shareholder; and

any receipt by the interested shareholder of the benefit of certain loans or other financial assistance or tax advantages from the corporation.

The foregoing transactions generally also include transactions involving any affiliate or associate of the interested shareholder and involving or affecting any direct or indirect majority-owned subsidiary of the corporation.

The two-thirds shareholder approval requirement does not apply if, among other matters, and subject to specified qualifications:

the transaction has been approved by a majority of the corporation s disinterested directors;

the interested shareholder has been the beneficial owner of at least 80% of the corporation s outstanding voting shares for at least five years preceding the announcement of the proposed transaction;

the interested shareholder is the beneficial owner of at least 90% of the outstanding voting shares;

the corporation has not had more than 300 shareholders of record at any time during the preceding three years; or

specified fair price and procedural requirements are satisfied.

*Control-Share Acquisition Provisions of Florida Act.* The Florida Act also contains a control-share acquisition statute which provides that a person who acquires shares in an issuing public corporation, such as the Company, in excess of certain specified thresholds generally will not have any voting rights with respect to such shares unless such voting rights are approved by the holders of a majority of the votes of each class of securities entitled to vote separately on the proposal, excluding shares held or controlled by the acquiring person. The thresholds specified in the Florida Act are the acquisition of a number of shares representing:

one-fifth or more, but less than one-third, of all voting power of the corporation;

one-third or more, but less than a majority, of all voting power of the corporation; or

a majority or more of all voting power of the corporation.

The statute does not apply if, among other things, the acquisition:

is approved by the corporation s board of directors prior to the acquisition;

is pursuant to a pledge or other security interest created in good faith and not for the purpose of circumventing the statute;

is effected pursuant to the laws of intestate succession or pursuant to a gift or testamentary transfer; or

is effected pursuant to a statutory merger or share exchange to which the corporation is a party.

**Vote Required to Approve Article VI Amendment**

The Article VI amendment has been unanimously recommended by members of the Board, all of whom qualify as continuing directors under the Charter. As a result, approval of the Article VI amendment does not require a 75% shareholder vote. A Majority Vote is required to approve the Article VI amendment.

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Shareholder approval of this Proposal 5 is not conditioned on shareholder approval of Proposals 4, 6, 7 or 8.

Unless you specify otherwise in your proxy/confidential voting instruction card or in the instructions you give on the Internet or by telephone, your proxy will be voted **FOR** Proposal **5**.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF AMENDMENT TO ELIMINATE ARTICLE VI OF THE CHARTER**

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**Proposal 6: Approval of amendment to Article VII of the Charter to eliminate the supermajority vote requirement, and provide that the vote required is a majority of outstanding shares, for shareholder approval of certain amendments to the Charter, any amendments to the Bylaws or the adoption of any new bylaws and eliminate an exception to the required vote**

The Board has approved, and recommends that shareholders approve, an amendment to Article VII of the Charter (the Article VII amendment ) to eliminate the supermajority vote requirement, and provide that the vote required is a majority of outstanding shares, for shareholder approval of certain amendments to the Charter, any amendment to the Bylaws or the adoption of any new bylaws, and eliminate an exception to the required vote. Article VII currently requires the affirmative vote of holders of at least 75% of the outstanding shares of the Company s voting stock, voting together as a single class, to approve certain Charter amendments or any Bylaw amendment, or for the adoption of new bylaws, and provides an exception to the required vote for such a Charter amendment if the amendment is unanimously recommended by a Board consisting exclusively of continuing directors under the Charter.

**Supermajority Vote Requirement of Article VII**

Under Article VII, specified provisions of the Charter, and any bylaw, may not be amended, altered, changed or repealed by shareholders, and new bylaws may not be adopted by shareholders, unless such an action is approved by the affirmative vote of the holders of at least 75% of the outstanding shares of the Company s voting stock, voting together as a single class. Article VII qualifies this requirement by stating that a 75% shareholder vote will not be required for any alteration, amendment or repeal of the specified Charter provisions that is unanimously recommended by the Board if all members of the Board are continuing directors, as defined in the Charter. A continuing director is generally any director who is not an affiliate, associate or representative of an interested shareholder. An interested shareholder generally means a security holder who is the direct or indirect beneficial owner of 10% or more of the voting power of the outstanding shares of the Company s voting stock.

Amendment of the following Charter provisions is subject to the supermajority vote requirement of Article VII:

- The first sentence of Section 3 of Article III, which specifies that each share of common stock will entitle the holder to one vote, in person by proxy, at all shareholder meetings.

- Article IV, which provides that the number of members of the Board will be set forth in the Bylaws, that any Board vacancy or newly created directorship will be filled only by a majority vote of the directors then in office, that a director may be removed by a majority vote of the directors then in office, and that, as discussed in Proposals 4 and 7, a director may be removed by shareholders only for cause and only by the affirmative vote of holders of at least 75% of the voting power of the Company s outstanding shares of voting stock, voting together as a single class.

- Article V, which (a) requires that shareholders take action at a meeting of shareholders and not by written consent, and (b) provides that a special meeting of shareholders may be called by the Chairman of the Board, the president or secretary, a majority of the Board or, as discussed in Proposal 8, the holders of a majority of the outstanding shares of stock entitled to vote on the matter or matters to be presented at the meeting.

Article VI which, as discussed in Proposal 5, requires a supermajority vote of shareholders to approve certain business combinations.

Article VII.

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In addition, the supermajority vote requirement of Article VII applies to any action by shareholders to amend, alter, change or repeal any bylaw adopted by the Board, or to adopt any new bylaw.

If this Proposal 6 is not approved by the shareholders, the current supermajority vote provisions described in such proposal will remain in place and the actions described in such proposal will continue to require the vote of the holders of 75% of the voting power of the Company s outstanding shares of voting stock, voting together as a single class, provided, however, that such 75% vote shall not be required for any alteration, amendment or repeal of the specified Charter provisions if it has been unanimously recommended by the Board consisting exclusively of continuing directors, all as provided in the current Charter.

If this Proposal 6 is not approved, and Proposal 5 (which proposes to eliminate Article VI of the Charter) is approved, Article VII will be amended as described in Proposal 5 under Supermajority Vote Requirement of Article VI.

**Text of Article VII as Proposed to be Amended**

If shareholders approve this Proposal 6, Article VII will be amended to read in its entirety as follows:

**ARTICLE VII**

**Amendment of Articles of Incorporation and Bylaws**

Section I. Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions of this Article VII, and the provisions of the first sentence of Section 3 of Article III, and Articles IV, V, and VI, may not be altered, amended or repealed in any respect unless such alteration, amendment or repeal is approved by the affirmative vote of the holders of at least a majority of the then outstanding shares of Voting Stock, voting together as a single class.

Section 2. Bylaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed or changed, and new bylaws may be adopted, by shareholders only if such repeal, change or adoption is approved by the affirmative vote of the holders of at least a majority of the then outstanding Voting Stock, voting together as a single class.

**Effect of Article VII Amendment**

If shareholders approve this Proposal 6, upon the effectiveness of the Article VII amendment, all Charter and Bylaw amendments, and the adoption of any new bylaws, that would have required approval by a 75% shareholder vote will be subject to approval by a majority shareholder vote, and the exception relating to a unanimous recommendation by continuing directors will be deleted.

**Conforming Amendment to Bylaws**

If shareholders approve this Proposal 6, the Board will approve an amendment to Article VIII of the Bylaws to eliminate the provisions which, consistent with Article VII of the Charter, require a supermajority vote of shareholders for action by shareholders to repeal or change bylaws adopted by the Board or to adopt new bylaws, and lower the vote required to a majority vote of outstanding shares and eliminate an exception to the required vote. Upon approval by the Board, the Bylaw amendment will become effective at the same time as the Article VII amendment.

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**Vote Required to Approve Proposal 6**

The Article VII amendment has been unanimously recommended by members of the Board, all of whom qualify as continuing directors under the Charter. As a result, approval of the Article VII amendment does not require a 75% shareholder vote. A Majority Vote is required to approve the Article VII amendment.

Shareholder approval of this Proposal 6 is not conditioned on shareholder approval of Proposals 4, 5, 7 or 8.

Unless you specify otherwise in your proxy/confidential voting instruction card or in the instructions you give on the Internet or by telephone, your proxy will be voted **FOR** Proposal 6.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF AMENDMENT TO ARTICLE VII OF THE CHARTER TO ELIMINATE THE SUPERMAJORITY VOTE REQUIREMENT, AND PROVIDE THAT THE VOTE REQUIRED IS A MAJORITY OF OUTSTANDING SHARES, FOR SHAREHOLDER APPROVAL OF CERTAIN AMENDMENTS TO THE CHARTER, ANY AMENDMENTS TO THE BYLAWS OR THE ADOPTION OF ANY NEW BYLAWS AND ELIMINATE AN EXCEPTION TO THE REQUIRED VOTE**

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**Additional Corporate Governance Proposals (Proposals 7 and 8)**

**Proposal 7: Approval of amendment to Article IV of the Charter to eliminate the for cause requirement for shareholder removal of a director**

The Board has approved, and recommends that shareholders approve, an amendment to Article IV of the Charter to eliminate the for cause requirement prescribed by Article IV for shareholder removal of a director. Article IV currently provides that shareholders may remove a director only for cause and requires that the removal be approved by the affirmative vote of holders of at least 75% of the voting power of the Company s outstanding shares of voting stock, voting together as a single class.

**Provisions of Article IV Regarding Shareholder Removal of a Director**

The first paragraph of Section 3 of Article IV imposes two requirements that must be satisfied for shareholders to remove a director:

- the director may be removed only by the affirmative vote of the holders of at least 75% of the voting power of the outstanding shares of voting stock, voting together as a single class; and

- the director may be removed only for cause.

The Charter defines voting stock to include the Company s common stock and any other capital stock entitled to vote generally in the election of directors. Article IV provides that, except as may otherwise be provided by law, cause for a director s removal will be construed to exist only if the director has been convicted of a felony by a court of competent jurisdiction and the conviction is no longer subject to direct appeal, or has been adjudged by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of the director s duty to the Company in a matter of substantial importance to the Company, and such an adjudication is no longer subject to direct appeal.

**Text of Article IV as Proposed to be Amended**

If shareholders approve this Proposal 7, but not Proposal 4 (which proposes to eliminate the supermajority vote requirement for shareholder removal of a director), Section 3 of Article IV will be amended to read in its entirety as follows:

**Article IV**

Section 3. Removal. A director may be removed by the majority vote of the entire Board of Directors. A director may also be removed by shareholders, but only by the affirmative vote of the holders of at least 75% of the voting power of the then outstanding shares of Voting Stock, voting together as a single class.

Notwithstanding the foregoing, and except as otherwise provided by law, in the event that holders of any class or series of Preferred Stock are entitled, voting separately as a class, to elect one or more directors, the provisions of this Section 3 shall apply, in respect to the removal of a director so elected, to the vote of the holders of the outstanding shares of that class or series and not to the vote of the outstanding shares of Voting Stock voting together as a single class.

**Effect of Article IV Amendment**

If shareholders approve this Proposal 7, Article IV will be amended to eliminate the for cause requirement currently applicable to any shareholder action to remove a director. Upon the effectiveness of this Article IV amendment, a director will be subject to removal by shareholders:

- by the affirmative vote of the holders of at least 75% of the voting power of the outstanding shares of voting stock, voting together as a single class; and

- with or without cause, in accordance with the provisions of the Florida Act.

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**Text of Article IV as Proposed to be Amended by this Proposal 7 and Proposal 4**

If shareholders approve this Proposal 7 and Proposal 4, Section 3 of Article IV will be amended by the Article IV amendment to read in its entirety as follows:

**Article IV**

Section 3. Removal. A director may be removed by the majority vote of the entire Board of Directors. A director may also be removed by shareholders.

Notwithstanding the foregoing, and except as otherwise provided by law, in the event that holders of any class or series of Preferred Stock are entitled, voting separately as a class, to elect one or more directors, only the holders of that class or series may participate in a vote with respect to the removal by shareholders of a director so elected.

**Effect of Article IV Amendments under Proposal 7 and Proposal 4**

If shareholders approve this Proposal 7, Article IV will be amended to eliminate the for cause requirement and, if shareholders also approve Proposal 4, Article IV will be further amended to eliminate the supermajority vote requirement currently applicable to any shareholder action to remove a director. Upon the effectiveness of both of these amendments, a director will be subject to removal by shareholders:

- if the number of votes cast in favor of the director s removal exceed the number of votes cast against the director s removal, in accordance with the Majority Vote standard; and
- with or without cause, in accordance with the provisions of the Florida Act.

**Article IV if Proposal 7 is not Approved but Proposal 4 is Approved**

If this Proposal 7 is not approved by the shareholders, the current for cause requirement described above will remain in place and will continue to require that directors may be removed by shareholders only for cause, as described above. In addition, unless Proposal 4 is approved, shareholder removal of a director will also require that the removal be by the vote of the holders of 75% of the voting power of the Company s outstanding shares of voting stock, voting together as a single class, as provided in the current Charter.

**Conforming Amendment to Bylaws**

If shareholders approve the Article IV amendment, the Board will approve an amendment to the first paragraph of Section 4 of Article II of the Bylaws to eliminate provisions which, consistent with Article IV of the Charter, provide that shareholders may only remove a director for cause. Upon approval by the Board, the Bylaw amendment will become effective at the same time as the Article IV amendment.

**Vote Required to Approve Proposal 7**

The Article IV amendment has been unanimously recommended by members of the Board, all of whom qualify as continuing directors under the Charter. As a result, approval of the Article IV amendment does not require a 75% shareholder vote. A Majority Vote is required to approve the Article IV amendment.

Shareholder approval of this Proposal 7 is not conditioned on shareholder approval of Proposals 4, 5, 6 or 8.

Unless you specify otherwise in your proxy/confidential voting instruction card or in the instructions you give on the Internet or by telephone, your proxy will be voted **FOR** Proposal 7.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF AMENDMENT TO ARTICLE IV OF THE CHARTER TO ELIMINATE THE FOR CAUSE REQUIREMENT FOR SHAREHOLDER REMOVAL OF A DIRECTOR**

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**Proposal 8: Approval of amendment to Article V of the Charter to lower the minimum share ownership threshold for shareholders to call a special meeting of shareholders from a majority to 20% of outstanding shares**

The Board has approved, and recommends that shareholders approve, an amendment to Article V of the Charter (the Article V amendment ) to lower the minimum share threshold that must be satisfied for shareholders to be able to call a special meeting of shareholders from a majority of the outstanding shares of voting stock to 20% of the outstanding shares of voting stock.

**Article V Share Ownership Threshold to Call Shareholder Meetings**

Under Article V of the Charter, special meetings of shareholders held for any purpose or purposes may be called by the Company s Chairman of the Board, president or secretary, and must be called upon the written request of a majority of the Board. In addition, Article V states that special meetings must be called upon the written request, stating the purpose or purposes of the meeting, of the holder or holders of not less than a majority of all the outstanding shares of stock of the Corporation entitled to vote on the matter or matters to be presented at the meeting.

The majority share ownership threshold under Article V for calling a special meeting of shareholders exceeds the minimum 10% share threshold required by the Florida Act and has been in the Charter since the Company s incorporation in 1984.