

XPLR INFRASTRUCTURE, LP CORPORATE GOVERNANCE PRINCIPLES & GUIDELINES

XPLR Infrastructure, LP (the “Company”) is managed by the Board of Directors (the “Board”). The primary responsibility of the Board is to foster the long-term success of the Company and to build unitholder value.

COMPOSITION OF THE BOARD

Size and Selection

Three directors are appointed annually by XPLR Infrastructure GP, Inc. (“XPLR GP”), the general partner of the Company, in its sole discretion (the “XPLR GP Appointed Directors”). Four directors are elected annually by the limited partners (the “LP Elected Directors”). The Company’s Chief Executive Officer, subject to the approval of a majority vote of the Board, designates the LP Elected Director candidates. Under the Company’s partnership agreement, between annual meetings, the Board may appoint directors to serve until the next annual meeting; provided, however, that vacancies created by reason of the death, removal or resignation of any XPLR GP Appointed Director are designated by XPLR GP.

Qualification Standards for Directors

The Company seeks as Directors persons who:

- Possess integrity, competence, insight, creativity and dedication together with the ability to work with colleagues while challenging one another to achieve superior performance;
- Have attained a prominent position in their field of endeavor;
- Possess broad business experience;
- Have the ability to exercise sound business judgment;
- Are able to draw on experience relative to significant issues facing the Board and the Company;
- Have experience in the Company’s industry or in another industry or endeavor with practical application to the needs of the Company and the Board;
- Have sufficient time and dedication for preparation as well as participation in Board and committee deliberations;
- Meet such standards of independence and financial knowledge as may be required (including, without limitation, under applicable NYSE standards) or desirable; and
- Possess attributes deemed appropriate given the then-current needs of the Board.

In seeking such Directors, the Company also seeks to achieve a mix of Directors that represents a diversity of background, perspective and skills and experience, including diversity with respect to age, gender and race.

No person will be considered for Board membership who is:

- an employee or director of a company or other business organization in significant competition with the Company;
- an employee or director of a major or potentially-major customer, supplier, contractor, counselor or consultant of the Company; or
- an executive officer of a company or other business organization where a Company Director serves on such other organization's board.

Should any current Director become subject to one of the above disqualifying factors, he or she shall immediately offer his or her resignation to the Board. Absent special circumstances agreed to by a majority of the Board (excluding the affected member or members), the Board will accept the offer of resignation.

There are no term limits for Directors.

If a Director's principal occupation or business association changes substantially (including retirement) during the Director's service as a Director of the Company, or such change is planned and reasonably certain to occur, he or she shall promptly notify the Chairman of the Board of the change or planned change. The Board (excluding the affected member or members) will determine whether such Director should be requested to (1) remain as a Director or (2) offer his or her resignation and a majority of the Board (excluding the affected member or members) shall decide upon an appropriate course of action. If the Board determines that the affected Director should offer his or her resignation, the Director shall resign from the Board effective on the latest of the date of the Board determination, the effective date of the change in principal occupation or business association or such later date as the Board shall specify. Directors who are full-time employees of the NextEra Energy, Inc. ("NextEra Energy") or any of its subsidiaries shall offer to resign from the Board coincident with their retirement from full-time employment with NextEra Energy or such subsidiary. The Board shall determine whether such Director should be requested to (1) remain as a Director or (2) resign, and a majority of the Board (excluding the affected member or members) shall decide upon an appropriate course of action.

Serving on the Board requires significant time and attention. As a result, the Board will annually review each Director's various time commitments, including the Director's primary occupation, service on public company boards and committee memberships, and leadership positions on such boards, as well as service with private company boards and non-profit organizations. No Director shall serve simultaneously as a director of more than four public companies, including the Company. The Chief Executive Officer shall not serve simultaneously as a director of more than two public companies, (the Company

and NextEra Energy and its subsidiaries shall be counted as one public company for this purpose). (For purposes of this paragraph, a public company is an entity that has a class of common equity securities that is registered under Section 12(b) or 12(g) of the Securities Exchange Act of 1934.) Service on boards of private companies and non-profit organizations shall be excluded from this determination.

To avoid any potential for a conflict of interest or potential conflict of interest, Directors are expected to advise the Chairman of the Board and the General Counsel in advance of accepting any other company directorship. If the Chairman of the Board and the General Counsel conclude there is clearly no conflict of interest, no action is needed. Any potential conflicts of interest identified by the Chairman of the Board and the General Counsel will be reviewed by the Board. If the Board determines that a conflict of interest exists with respect to such prospective board service, the Director is expected to act in accordance with the recommendation of the Board.

In addition to abiding by the Company's Code of Business Conduct & Ethics, each Director must recuse himself or herself from any discussion or decision affecting his or her personal, business or professional interests, other than his or her interests as a director or unitholder of the Company, and except to the extent action by the full Board or a committee thereof is required by law, regulation or the Company's limited partnership agreement.

Chairman and/or Chief Executive Officer

The Board believes that the decision as to who should serve as Chairman or as Chief Executive Officer, and whether the offices should be combined or separate, is properly the responsibility of the Board, to be exercised from time to time in appropriate consideration of then-existing facts and circumstances. The Board further believes that no single board leadership model is universally or permanently appropriate.

Independence

Applicable NYSE standards do not require the Board to be comprised of a majority of independent Directors; however, all of the members of the Audit Committee must be independent under NYSE standards, and the Board has determined that all members of the Conflicts Committee will also be independent.

To qualify as independent, the Board must affirmatively determine that a Director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board shall consider all relevant facts and circumstances in making independence determinations. In particular, when assessing the materiality of a Director's relationship with the Company, the Board shall consider the issue not merely from the standpoint of the Director, but also from that of persons or organizations with which the Director has an affiliation. Material

relationships for this purpose can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others. In addition, a Director must meet the specific criteria set forth in Section 303A of the New York Stock Exchange Listed Company Manual.

Committees of the Board

The current committees of the Board are the Audit Committee and the Conflicts Committee.

The Board, in consultation with the Chairman and Chief Executive Officer, will determine the responsibilities and membership of its committees. The charters of the committees shall be posted on the Company's website at www.XPLRIInfrastructure.com.

Each committee chair, in consultation with the committee members, will determine the frequency and length of meetings of the committee. Each committee chair, in consultation with the appropriate members of management, will develop the agenda for the committee's meetings.

Common Unit Ownership

To more closely align the interests of Directors and the Company's unitholders, Directors are encouraged to own a significant interest in the Company within a reasonable time after initial election to the Board. A minimum investment of five times the non-management Director annual cash retainer is required within the later of three years of beginning service as a board member or April 26, 2020.

FUNCTIONS OF THE BOARD

By law and pursuant to the Company's Partnership Agreement, all general partnership powers (except as provided in the Company's Partnership Agreement) are exercised by or under the authority of, and the business and affairs of the Company are managed under the direction of, the Board. In addition to reviewing and approving specific partnership actions as required by law, the Board, either directly or through one or more committees of the Board, performs other critical functions.

Strategies and Objectives; Advice

The Board reviews, and where appropriate, approves the major strategies and financial and other objectives and plans of the Company. It also provides advice and counsel to management both in formal meetings and in informal, individual contacts with the Chief Executive Officer and other members of management.

Risk Oversight

The Board reviews material risks facing the Company and oversees the Company's risk management practices.

Management Selection, Evaluation and Succession.

The Company and its subsidiaries are provided management, operational and administrative services by a subsidiary of NextEra Energy pursuant to a Management Services Agreement ("MSA"). These services include recommending individuals, from time to time, to serve on the Board and to carry out the functions of principal executive, accounting and financial officers for purposes of applicable securities laws and the listing standards of the NYSE. These activities, and all other services provided under the MSA, are subject to supervision and evaluation of the Board.

Board Evaluation

The Board will review its performance at least annually. The review will include, among others: attendance, preparedness, participation and candor.

Board Compensation

The Board will review periodically the status of Board compensation in relation to other companies of comparable size and scale of operations, and adjust Board compensation as it deems appropriate.

Board Interaction with Investors, Media, etc.

The Board believes that management speaks for the Company. Inquiries from institutional investors, the media, etc. should be referred, without comment, to the Chief Executive Officer, the Chief Financial Officer or the General Counsel as appropriate. Individual Directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is expected, however, that Directors will speak for the Company only with the knowledge of management and, in most instances, at the request of management.

BOARD OPERATIONS

Number of Meetings

The Board will meet as frequently as needed for Directors to discharge properly their duties. Regular meetings of the Board are held four times per year and special meetings are held as required. Regular attendance by Directors at Board and committee meetings is expected.

Board Agendas

The Chairman of the Board will determine the agenda for each meeting. All Directors should propose to the Chairman the inclusion of additional agenda items that they deem necessary or appropriate in carrying out their duties.

Conduct of Meetings

Board meetings will be conducted in a manner which ensures open communication, meaningful participation, and timely resolution of issues. When appropriate and feasible, Directors will receive materials concerning matters to be acted upon sufficiently in advance of a meeting.

Executive Sessions

The non-management Directors will meet regularly outside the presence of any Company officer, with the Chair of the Audit Committee presiding. If the non-management Directors include anyone who is not independent within the meaning of applicable New York Stock Exchange listing requirements, legislation or regulations, then executive sessions shall be held for independent Directors at least once a year.

Legal Counsel and Advisors

A majority of the non-management Directors shall have standing authorization, on their own decision as a group, to retain legal counsel and/or other advisors of their choice, which counsel and advisors shall report directly to the non-management Directors as a group. For purposes of this paragraph, “non-management” Directors are all those who are not Company officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934), and may include Directors who are not independent.

Director Orientation and Continuing Education

The Board and management shall provide a thorough orientation process for new Directors that includes background material, meetings with senior management, and visits to Company facilities. As appropriate, management shall periodically provide additional educational sessions for Directors on matters relevant to the Company, its industry and its business. Attendance at director education events on an as-advisable basis is encouraged and the Company will pay for, or reimburse Directors for, attendance at appropriate programs.

Access to Senior Management

The Board welcomes the attendance at Board meetings of senior management of the Company. Such attendance is at the selection of the Chief Executive Officer with the concurrence of the Board.

Directors have complete access to the Company's senior management. It is assumed that Directors will use judgment to be sure this contact is not distracting to the Company's business operations and that the Chief Executive Officer is appropriately informed.

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