

**NEXTERA ENERGY PARTNERS, LP.**  
**NEXTERA ENERGY PARTNERS GP, INC.**

CODE OF ETHICS  
FOR SENIOR EXECUTIVE AND FINANCIAL OFFICERS

***I. Purpose of Code of Ethics***

The purpose of this Code of Ethics (“Code”) is: to deter wrongdoing and promote the honest and ethical conduct of our Senior Executive and Financial Officers (described below), including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; to promote full, fair, accurate, timely and understandable disclosure in periodic reports and documents filed with, or submitted to, the Securities and Exchange Commission (“SEC”) by NextEra Energy Partners, LP (“NEP”) and any of their subsidiaries; to promote compliance with all applicable laws, rules and regulations that apply to the Company and its officers; to provide for the prompt internal reporting to an appropriate person of violations of this Code; and to ensure accountability for adherence to this Code. References in this Code to the Company mean NEP and any of its direct and indirect subsidiaries and its general partner, NextEra Energy Partners GP, Inc.

***II. Introduction***

This Code is applicable to the following officers of the Company: Chairman of the Board and Chief Executive Officer; Chief Financial Officer; President; Treasurer; General Counsel; Controller and Chief Accounting Officer; and Executive Vice President, Strategy and Corporate Development (or any persons performing similar functions, together, the “Senior Executive and Financial Officers”).

While we expect honest and ethical conduct in all aspects of our business from all of our employees, we expect the highest possible honest and ethical conduct from our Senior Executive and Financial Officers. As a Senior Executive and Financial Officer, you are an example for other employees and we expect you to foster a culture of transparency,

integrity and honesty. Compliance with this Code is a condition to your employment and any violations of the Code may result in disciplinary action, up to and including termination of your employment.

Waivers, if any, of this Code may be made only by the Board of Directors of NextEra Energy Partners, LP (the “Board”) and will be disclosed in accordance with applicable law and stock exchange rules.

***III. Conflicts of interest Conflicts between the Company and NextEra Energy, Inc. (“NEE”)***

The Company’s Senior Executive and Financial Officers are also senior officers of NEE. In connection with NEP’s initial public offering, NEP and NEE and their subsidiaries entered into agreements pursuant to which NEE and its subsidiaries agreed to provide, or cause to provide, broad operating, management and financial services to NEP and its subsidiaries, including granting NEP a right of first offer with respect to certain identified wind and solar projects. Under these agreements, and in certain other situations, the interests of NEE and NEP may be, or may appear to be, in conflict. In general, conflict situations will be resolved by complying with the terms and conditions of the relevant contracts between NEP and NEE. In some circumstances, an actual or potential conflict will be referred to and resolved by the Conflicts Committee of the Board.

Conflicts of interest may not always be clear-cut. If you have a question, you should consult with the General Counsel of the Company (the “General Counsel”). If you become aware of an actual, potential or apparent conflict of interest, you should bring it to the attention of the General Counsel (or, if it involves the General Counsel, the Chief Executive Officer of the Company (the “Chief Executive Officer”)).

***Personal conflicts of interest***

A conflict of interest also occurs when your private interests (financial or other) interfere, or even appear to interfere, in any way, with the interests of the Company as a whole. Conflicts of interest can also arise when you take actions or have interests, or a

member of your family has interests, that may make it difficult for you to perform your duties to the Company objectively and effectively. When a potential conflict of interest arises, it is important that you act with great care to avoid even the appearance that your actions were not in the best interest of the Company.

Although we cannot list every conceivable conflict, following are some common examples that illustrate actual or apparent personal conflicts of interest that should be avoided:

### **Improper personal benefits**

Conflicts of interest arise when an officer or a member of his or her family receives improper personal benefits from the Company or from other parties as a result of his or her position in the Company. You may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedure, including any Company loans or guarantees of your personal obligations or those of a family member.

Neither you nor any person with whom you have a close personal relationship may accept gifts or anything of value (including entertainment) from a vendor or customer if that gift or other thing of value is intended to influence your behavior toward that vendor or customer. Absent such circumstances, gifts may be accepted when permitted by applicable law if they are non-cash gifts of nominal value (\$250 or less, individually or in the aggregate) or customary and reasonable meals and entertainment at which the giver is present, such as an occasional business meal or sporting event. Travel or lodging may not be accepted unless previously approved by: the Chief Executive Officer; the General Counsel; or the Chief Financial Officer of the Company.

If you are offered money or a gift not in conformity with the exceptions noted above, or if either arrives at your office or home, you must report it to your supervisor in writing with

a copy to the General Counsel (or, with respect to the General Counsel, the Chief Executive Officer).

### **Financial interests in other businesses**

Except as set forth below, you should avoid having an ownership interest in any other enterprise if that interest compromises or appears to compromise your loyalty to the Company. For example, you may not own an interest in a company that competes with the Company or that does business with the Company (such as a supplier) unless you obtain the approval of the General Counsel (or, with respect to the General Counsel, approval of the Chief Executive Officer) before making any such investment. Any such approval would be given after review by the Board. However, subject to applicable law with respect to the possession of material nonpublic information, it is not typically considered, and the Company does not consider it, a conflict of interest (and therefore prior approval is not required) to make investments in competitors, customers or suppliers that are listed on a national or international securities exchange so long as the total value of the investment is less than one percent of the market capitalization of the listed competitor, customer or supplier and the amount of the investment is not so significant that it would affect your business judgment on behalf of the Company. Any ownership interest in NEE common stock or any awards made pursuant to any NEE annual incentive plan or any employee benefits plan are not considered to present a conflict of interest under this policy.

### **Business arrangements with the Company**

Without the prior approval of the General Counsel (or, with respect to the General Counsel, approval of the Chief Executive Officer), you may not individually participate in a joint venture, partnership or other business arrangement with the Company.

### **Corporate opportunities**

If you learn of a business or investment opportunity through the use of corporate property or information or your position at the Company, such as from a competitor or actual or potential supplier or business associate of the Company (including a principal,

officer, director or employee of any of the above), you may not individually participate in the business or make the investment without the prior approval of the General Counsel (or, with respect to the General Counsel, approval of the Chief Executive Officer).

### **Outside employment or activities with a competitor**

Simultaneous employment with, or serving as a consultant to or director of, a competitor of the Company is strictly prohibited, as is any activity that is intended to, or that you should reasonably expect would, advance a competitor's interests at the expense of the Company's interests; provided, however, that simultaneous employment or service with NEE or its subsidiaries is not prohibited. You may not individually market products or services in competition with the Company's current or potential business activities. It is your responsibility to consult with the Chief Executive Officer to determine whether a planned activity will compete with any of the Company's business activities before you pursue the activity in question.

### **Outside employment with a customer or supplier**

Without the prior approval of the General Counsel (or, with respect to the General Counsel, approval of the Chief Executive Officer), you may not be a supplier of or be employed by, serve as a consultant to or director of, or otherwise represent, a customer or supplier to the Company (except as an officer or employee of NEE or its subsidiaries), or anyone else who does, or seeks to do, business with the Company. Without the prior approval of the General Counsel (or, with respect to the General Counsel, approval of the Chief Executive Officer), you may not accept money or benefits of any kind from a third party as compensation or payment for any advice or services that you may provide to a customer, supplier or anyone else in connection with its business with the Company (except as an officer or employee of NEE or its subsidiaries).

### **Family members working in the industry**

If your spouse or significant other, your children, parents, in-laws, or someone else with whom you have a familial relationship is a competitor or supplier of the Company or is

employed by one (other than by NEE or its subsidiaries), you must disclose the situation to the General Counsel (or, with respect to the General Counsel, to the Chief Executive Officer) so that the Company may assess the nature and extent of any concern and how it can be resolved. You must carefully guard against inadvertently disclosing Company confidential information and being involved in decisions on behalf of the Company that involve the other enterprise.

If you have any doubt as to whether or not conduct or a relationship would be considered an actual or apparent conflict of interest or could be expected to give rise to such a conflict, you should consult with the General Counsel.

#### ***IV. Accurate periodic reports and other public communications***

As you are aware, full, fair, accurate, timely and understandable disclosure in our periodic reports and other documents filed with, or submitted to, the SEC and in our other public communications is required by SEC rules and is essential to our continued success. Please exercise the highest standard of care in preparing and reviewing such materials. We have established the following guidelines in order to ensure the quality of our periodic reports and other such documents.

- All Company accounting records, as well as reports produced from those records, must be kept and presented in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses.
- The Company's accounting records must not contain any false or intentionally misleading entries.
- No transaction may be intentionally misclassified as to accounts, departments or accounting periods or in any other manner.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

- No information may be concealed from the internal auditors or the independent auditors.
- Compliance with Generally Accepted Accounting Principles and the Company's system of internal accounting controls is required at all times.

#### ***V. Compliance with Laws and this Code***

You are expected to comply with both the letter and spirit of all applicable governmental laws, rules and regulations and this Code, and to promptly report any suspected violations of applicable governmental laws, rules and regulations or this Code to the General Counsel, the Chief Executive Officer or the chairperson of the Company's Audit Committee. No one will be subject to retaliation because of a good faith report of a suspected violation. If you fail to comply with this Code or any applicable laws, rules or regulations, you may be subject to disciplinary measures, up to and including termination of your employment.

#### ***Scope***

This Code supplements, and does not supersede, change or alter, the existing Company policies and procedures already in place, as stated in the Company's Code of Business Conduct & Ethics.

#### ***No Rights Created***

This Code is a statement of certain fundamental principles, policies and procedures that govern the Senior Executive and Financial Officers in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, supplier, competitor, shareholder or any other person or entity.

#### **Certification of Compliance**

All Senior Executive and Financial Officers are required to review this Code at least annually, and to certify compliance with the Code. Such certification may be by separate certificate or may be included in the annual certification of compliance with the Company's Code of Business Conduct & Ethics.

Adopted: July 1, 2014

Revised: August 4, 2017



