



**Part II** Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ SEE ATTACHED

Multiple horizontal lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ SEE ATTACHED

Multiple horizontal lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE ATTACHED

Multiple horizontal lines for providing other necessary information for the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶  Date ▶ 06/05/2023

Print your name ▶ JOSEPH A. REESE Title ▶ VICE PRESIDENT

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

NextEra Energy Partners, LP

Attachment to Internal Revenue Service Form 8937

May 5, 2023 Conversion Rate Adjustment

During the 2021 tax year, NextEra Energy Partners, LP (NEP) issued \$500 million principal amount of convertible senior notes. The notes will mature on June 15, 2024, unless repurchased by NEP or converted earlier.

Section 6045B of the United States Internal Revenue Code and the Treasury Regulations promulgated thereunder provide that, if a company pays a cash dividend with respect to its stock that results in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution under Section 305(b)(2) and (c) of the Code, an information return on Form 8937, Report of Organizational Actions Affecting Stock Basis of Securities, must be filed with the Internal Revenue Service or, in lieu of filing, posted to the company's public website.

The information contained on the Form 8937 and the attachment is intended to satisfy the public reporting requirements under IRC § 6045A of the Code and is intended to provide only a general summary of certain US Federal income tax consequences of the conversion rate adjustment. Such information is not intended to be a complete analysis or description of all potential deferral or other tax consequences of the conversion rate adjustment. You should consult your own tax advisor to determine the particular federal, state, local, or foreign income, reporting, or other tax consequences of the conversion rate adjustment applicable to you.

**Form 8937, Part II, Line 14**

On April 24, 2023, the Company announced that its Board of Directors declared a distribution of \$0.8425 per Common Unit, payable on May 15, 2023, to the holders of record of its Common Units on May 5, 2023. The conversion rate increase results in a deemed dividend to holders of the notes under IRC § 305(c) of the Internal Revenue Code.

**Form 8937, Part II, Line 15**

An adjustment to the conversion rate for the notes was triggered by the occurrence of the Ex-Dividend date on May 4, 2023, for the most recent regular quarterly cash distribution declared by the company taking into account such carried forward adjustments. On May 5, 2023, the conversion rate, increased to 11.1942 for NEP common units per \$1,000 of the 2020 convertible notes, which rate is equivalent to a conversion price of approximately \$89.3319 per NEP common unit.

**Form 8937, Part II, Line 16**

The calculation of the adjusted conversion rate per \$1,000 principal amount of notes held is set forth below.

**CR<sub>0</sub>** = the Conversion Rate in effect immediately prior to the Open of Business on the Ex-Dividend Date of such dividend or distribution.

**CR<sub>1</sub>** = the Conversion Rate in effect immediately after the Open of Business on such Ex-Dividend Date or such effective date.

**SP<sub>0</sub>** = the Last Report Sale Price of the Common Stock on the Trading Day immediately preceding the Ex-Dividend Date for such dividend or distribution.

$$CR_1 = CR_0 \times \frac{SP_0 - T}{SP_0 - C}$$

<b>Ex Dividend Date</b>	<b>New Conversion Rate (CR<sub>1</sub>) - Old Conversion Rate (CR<sub>0</sub>) * SP<sub>0</sub></b>	<b>= Tax Base Adj</b>
<b>05/05/23</b>	11.1942	11.0492 54.33 7.87785

Accordingly, for illustrative purposes, a holder of the notes is expected to increase its basis in the notes by \$7.87785 as a result of the inclusion of the dividend in gross income for US Federal income tax purposes.

**Form 8937, Part II, Line 17**

IRC § 301(c), IRC § 301(d), IRC § 305(b)(2), IRC § 305(c), IRC § 316

**Form 8937, Part II, Line 18**

This is not a loss transaction.

**Form 8937, Part II, Line 19**

The reportable tax year for this conversion rate adjustment is 2023 for a calendar year taxpayer.