## (December 2017

Department of the Treasury

## **Report of Organizational Actions Affecting Basis of Securities**

▶ See separate instructions.

OMB No. 1545-0123

Internal Revenue Service Reporting Issuer Part I 2 Issuer's employer identification number (EIN) Issuer's name **NextDecade Corporation** 46-5723951 3 Name of contact for additional information Telephone No. of contact 5 Email address of contact Vera de Gyarfas 832 703 0938 vdegyarfas@next-decade.com 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7 City, town, or post office, state, and ZIP code of contact 1000 Louisiana Street, Suite 3900 Houston, TX 77002 8 Date of action 9 Classification and description January 18, 2022 NextDecade Corporation Series C Convertible Preferred Stock 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) Part II Organizational Action Attach additional statements if needed. See back of form for additional questions. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action 
On January 18, 2022, NextDecade Corporation made a pro rata distribution of Series C Convertible Preferred Stock to holders of its Series C Convertible Preferred Stock of record as of the close of business on January 18, 2022. A total of 1,387 shares of Series C Convertible-Preferred Stock were distributed in book-entry form, with no corresponding physical issuance of share certificates. Cash in the aggregate amount of \$6,985.76 was paid to holders of Series C Convertible Preferred Stock in lieu of fractional shares of Series C Preferred Stock. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per 15 share or as a percentage of old basis ► NextDecade Corporation's distribution of shares of Series C Convertible Preferred Stock and cash in lieu of fractional shares constitutes a nondividend distribution for U.S. federal income tax purposes as it is not paid out of the Company's accumulated earnings and profits. This nondividend distribution will be applied against and reduce the adjusted basis (but not below zero) of the Series C Convertible Preferred Stock in the hands of each respective holder. Each holder will take a basis in shares of Series C Convertible Preferred Stock received equal to the fair market value of such shares on the date of the distribution. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► The Series C Convertible Preferred Stock was originally issued by NextDecade Corporation in 2021 for \$1,000 per share. As of January 18, 2022, the date of distribution, NextDecade Corporation ascribes a value to the Series C Convertible Preferred Stock of \$1,000 per share. Each holder of Series C Convertible Preferred Stock will reduce the adjusted basis of its previously acquired Series C Convertible Preferred Stock by the value of Series C Convertible Preferred Stock and cash received in the distribution. For example, a holder that received 5 shares of Series C Convertible Preferred Stock and \$100 of cash in lieu of a fractional share will reduce its adjusted basis in previously acquired Series C Convertible Preferred Stock by \$5,100 (i.e., 5 shares at \$1000/share + \$100 of cash). Holders will establish basis of \$1,000 in each share of Series C Convertible Preferred Stock received in the distribution.

Part I	4	<b>Organizational Action</b> (con	tinued)			
17 Lis	st the	applicable Internal Revenue Code	section(s) and subsection(s) upor	n which the tax treatment	is based ▶	
Section	s 316,	, 305(b), and 301(c)(2) and (d).				
<b>18</b> Ca	an any	resulting loss be recognized? ►	No.			
<b>19</b> Pr	ovide	any other information necessary t	o implement the adjustment, such	as the reportable tax yea	ar <b>&gt;</b>	
The dist	tributi	on of Series C Convertible Prefe	erred Stock and cash in lieu of fi	ractional shares is repor	table for U.S. federal income tax	
purpose	es in 2	2022.				
					statements, and to the best of my knowledge	and
	belief	, it is true, correct, and complete. Decla	aration of preparer (other than officer) is	s based on all information of	which preparer has any knowledge.	
Sign		15000	20			
Here	Signa	iture Val	$\mathcal{L}$	Date ►	April 6, 2022	
						_
	Print	your name ► Brent Wahl		Title ►	Chief Financial Officer	
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN	
Prepa	rer				self-employed	
Use C		Firm's name ▶		'	Firm's EIN ▶	
	y	Firm's address ▶			Phone no.	
Send Fo	rm 89	37 (including accompanying state	ments) to: Department of the Trea	asury, Internal Revenue Se	ervice, Ogden, UT 84201-0054	