Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I Reporting Issuer							
1 Issuer's name			2 Issuer's employer identification number (EIN)				
New ADecode Ocean and the			4/ 5722054				
NextDecade Corporation 3 Name of contact for add	litional information	46-5723951 5 Email address of contact					
3 Name of Contact for auc	illional illionnation	5 Email address of contact					
Gabriel Gutierrez		832-779-5679	ggutierrez@next-decade.com				
6 Number and street (or P	.O. box if mail is not	7 City, town, or post office, state, and ZIP code of contact					
1000 Louisiana Street, Suit	te 3900	Houston, TX 77002					
8 Date of action		9 Classification and description					
July 15, 2021		NextDecade Corporation Series C Co	onvertible Preferred Stock				
10 CUSIP number	11 Serial number	13 Account number(s)					
		s) 12 Ticker symbol	, ,				
			e back of form for additional questions.				
			e against which shareholders' ownership is measured for				
			tion of Series C Convertible Preferred Stock				
			ness on March 17, 2021 and March 22, 2021 (for the				
quarter ending March 31, 2	2021) and June 15,	2021 (for the quarter ending June 30, 202	1). A total of 1,016 shares of Series C Convertible				
Preferred Stock were distri	ibuted in book-entr	y form, with no corresponding physical is	ssuance of share certificates. Cash in the aggregate				
amount of \$4,198.25 was p	aid to holders of S	eries C Convertible Preferred Stock in lie	u of fractional shares of Series C Convertible Preferred				
Stock.							
-			y in the hands of a U.S. taxpayer as an adjustment per				
share or as a percenta	ige of old basis $ ightharpoonup$	extDecade Corporation's distribution of s	shares of Series C Convertible Preferred Stock and				
			income tax purposes as it is not paid out of the				
			pplied 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.							
	•	• •	tion, such as the market values of securities and the				
		ole Preferred Stock was originally issued					
	*	•	n ascribes a value to the Series C Convertible				
			ock will reduce the adjusted basis of its previously				
		-	e Preferred Stock and cash received in the				
			erred Stock and \$100 of cash in lieu of a fractional				
	· · · · · · · · · · · · · · · · · · ·		rred Stock by \$5,100 (i.e., 5 shares at \$1000/share				
+ \$100 of cash). Holders w	ill establish basis	of \$1,000 in each share of Series C Conve	ertible Preferred Stock received in the distribution.				

Part I		Organizational Action (continued)			, <u> </u>
47 1:	-4 41	and in the least of Develope Code and in the	(a) and an large sting (a)		
		applicable Internal Revenue Code section(, 305(b), and 301(c)(2) and (d).	s) and subsection(s) upon which	th the tax treatment is based	
Section	3 3 10	, 303(b), and 301(c)(2) and (d).			
18 Ca	an any	y resulting loss be recognized? ► No.			
19 Pr	rovida	any other information necessary to implen	nent the adjustment such as th	ne reportable tay year	
		ion of Series C Convertible Preferred Sto			IIS federal income tax
purpose			ock and cash in fied of fractio	rial shares is reportable for	0.5. rederal medine tax
<u> </u>					
		er penalties of perjury, I declare that I have exam			
	belief	f, it is true, correct, and complete. Declaration of	preparer (other than officer) is base	d on all information of which prep	parer has any knowledge.
Sign		1502000			
Here	Signa	ature Vall		Date ▶	021
	Print	your name ► Brent Wahl	Preparer's signature	Title ► Chief Fir	nancial Officer
Paid		Print/Type preparer's name	i roparer o signature	Date	Check if self-employed
Prepa		Firm's name			<u> </u>
Use C	nly	Firm's name ► Firm's address ►			Firm's EIN ► Phone no.
Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054					