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

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 4 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, TEXAS 77002** 8 Date of action 9 Classification and description JULY 17, 2023 NEXTDECADE CORPORATION SERIES C CONVERTIBLE PREFERRED STOCK 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) Organizational Action Attach additional statements if needed. See back of form for additional questions. Part II 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 July 17, 2023, 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 June 15, 2023. A total of 1,876 shares of Series C Preferred Stock were distributed in book-entry form with no corresponding physical issuance of share certificates. Cash in the aggregate amount of \$7,595.29 was paid to holders of Series C Convertible Preferred Stock in lieu of fractional shares of Series C Convertible 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 current or 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 the Series C 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 and 2022 for \$1,000 per share. As of July 17, 2023, 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 per 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		Organizational Action (continued)				3
		applicable Internal Revenue Code section	n(s) and subsection(s) upon w	hich the tax treatmen	t is based ▶	· .
99316, 3	305(b),	, and 301(c)(2) and (d).				
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		e any other information necessary to imple on of Series C Convertible Preferred Stock and				a tay pumacas in 2022
THE UIST	inbutic	Thorseles C convertible Preferred Stock and	castrill lieu of fractional share:	s is reportable for 0.5. R	ederal incom	e tax purposes in 2025.
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		f, it is true, correct, and complete. Declaration o				
Sign		AD M				
Here	Signa	ature >		Date ▶	August 3	1, 2023
	Print	your name ► Brent Wahl		Title▶	Chief Finar	ncial Officer
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Send Fo	orm 89	937 (including accompanying statements)	to: Department of the Treasu	ry, Internal Revenue S	Service, Ogd	en, UT 84201-0054