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)
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
APRIL 17, 2023	NEXTDECADE CORPORATION SERIES B 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.

14 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 April 17, 2023, NextDecade Corporation made a pro rata distribution of Series B Convertible Preferred Stock to holders of its Series B Convertible Preferred Stock of record as of the close of business on March 15, 2023. A total of 2,408 shares of Series B Preferred Stock were distributed in book-entry form with no corresponding physical issuance of share certificates. Cash in the aggregate amount of $7,323.84 was paid to holders of Series B Convertible Preferred Stock in lieu of fractional shares of Series B Convertible Preferred Stock.

15 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 share or as a percentage of old basis ▶ NextDecade Corporation's distribution of shares of Series B 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 B Convertible Preferred Stock in the hands of each respective holder. Each holder will take a basis in shares of the Series B Preferred Stock received equal to the fair market value of such shares on the date of the distribution.

16 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 B Convertible Preferred Stock was originally issued by NextDecade Corporation in 2018 and 2019 for $1,000 per share. As of April 17, 2023, the date of distribution, NextDecade Corporation ascribes a value to the Series B Convertible Preferred Stock of $1,000 per share. Each holder of Series B Convertible Preferred Stock will reduce the adjusted basis of its previously acquired Series B Convertible Preferred Stock by the value of Series B Convertible Preferred Stock and cash received in the distribution. For example, a holder that received 5 shares of Series B Convertible Preferred Stock and $100 of cash in lieu of a fractional share will reduce its adjusted basis in previously acquired Series B 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 B Convertible Preferred Stock received in the distribution.

Part II Organizational Action *(continued)*

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

§§316, 305(b), and 301(c)(2) and (d).

18 Can any resulting loss be recognized? ▶ No.

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

The distribution of Series B Convertible Preferred Stock and cash in lieu of fractional shares is reportable for U.S. federal income tax purposes in 2023.

Sign Here

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.

Signature ▶ Date ▶ May 15, 2023

Print your name ▶ Brent Wahl Title ▶ Chief Financial Officer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054