2024 ANNUAL MEETING OF SHAREHOLDERS

Dear Fellow Shareholders:

On behalf of the Board of Trustees and employees of Eversource Energy, it is my pleasure to invite you to attend the 2024 Annual Meeting of Shareholders of Eversource Energy.

In 2023, Eversource's diverse, talented team of 10,000 employees maintained our commitment to provide safe, reliable energy and water service, top-class customer service, and focused storm response to our 4.4 million customers. We invested more than $4.6 billion into our core businesses in 2023. These investments improved our already strong reliability, hardened our systems against the impacts of weather and climate change, enabled additional clean energy resources to connect to the grid, and made it more convenient for our customers to do business with us.

Eversource remains a regional catalyst for clean energy, investing considerable sums and working with our states to advance electrification and opportunities for needed transmission infrastructure. Our Massachusetts Electric Sector Modernization Plan (ESMP) creates a roadmap for the investments needed to enable the Commonwealth's clean energy future and accommodate incremental electric demand. Eversource also broke ground on our first-in-the-nation networked geothermal pilot project in Massachusetts; invested in electric vehicle charging stations across our service area; and proposed additional solar energy projects coupled with battery storage.

We believe our sale of our offshore wind assets will have significant benefits to our shareholders by lowering our risk profile and allowing us to focus on our core businesses, where we see tremendous growth opportunities. Although we are exiting offshore wind, we are proud to report that construction of the South Fork Wind project has been completed. On March 15, 2024, South Fork Wind became the first fully-operational commercial-scale offshore wind farm in the U.S., with all 12 turbines delivering power to Long Island. We will continue to support and enable offshore wind as procurers of clean energy for our customers, and as the builders of transmission infrastructure needed to connect wind projects to the regional grid. We are also exploring the potential sale of our Aquarion Water subsidiary, another step toward a focus on electricity and natural gas.

The past year brought many positive developments on the regulatory and legislative front. In Massachusetts, we began the multi-year process of implementing advanced metering infrastructure following approval by the Department of Public Utilities. We also received a positive decision on a major storm cost recovery filing; implemented an NSTAR Electric rate order, including performance-based ratemaking; and filed the first draft of our ESMP. In New Hampshire, we completed our acquisition of more than 175,000 utility poles from Consolidated Communications, with favorable regulatory treatment of cost recovery. The environment in Connecticut remains challenging. Eversource is working closely with key Connecticut stakeholders to explain the importance of our investments to maintain strong reliability and enable additional clean energy, as well as the need for a constructive regulatory environment.

Eversource continues to lead by example in the areas of environmental, social and governance (ESG). We are making progress toward our goal to be carbon neutral by 2030 and filed our draft Science-Based Target, which expands our emissions reduction commitment. We maintained industry-leading ratings from top ESG evaluators; produced enriched and transparent Sustainability and DE&I Reports; and introduced company-wide equity fundamentals training.

We strongly supported our communities throughout the year and were proud to receive independent national recognition for excellence in a variety of areas. These honors included Newsweek's list of Most Responsible Companies; the JUST Capital list of Most JUST Companies; USA Today's list of America's Climate Leaders; and Healthiest Employer's list of the 100 Healthiest Workplaces in America. We were also honored to receive the U.S. Department of Labor's Hire Vets Medallion and the U.S. EPA and DOE's Energy Star Partner of the Year award, and were named the Number 1 energy company on Barron's 2023 100 Most Sustainable Companies list.

Before closing, I want to recognize Frank Doyle, Ken Leibler and Bill Van Faasen, all of whom will retire from the Board of Trustees effective on the date of our Annual Meeting. Each of these Trustees has been an advisor and a friend whose guidance and support have helped Eversource greatly through the years. We are grateful for their exceptional service to the Board and the Company.

On behalf of your Board of Trustees, we thank you for your continued support of Eversource Energy.

Very truly yours,

Joe Nolan

Joseph R. Nolan, Jr.
Chairman of the Board, President and Chief Executive Officer

March 22, 2024

EVERSOURCE ENERGY

Notice of Annual Meeting of Shareholders

DATE: Wednesday, May 1, 2024
TIME: 10:30 a.m. Eastern Time
PLACE: Ropes & Gray LLP, 800 Boylston Street, Boston, Massachusetts 02199

Business Items/Agenda

1. Elect the nine nominees named in the proxy statement as Trustees to hold office until the 2025 Annual Meeting.
2. Consider an advisory proposal approving the compensation of our Named Executive Officers.
3. Ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2024.
4. Consider a shareholder proposal titled "Simple Majority Vote," if properly brought before the meeting.
5. Consider other matters that may properly come before the meeting.

Adjournments and Postponements

The business items to be considered at the Annual Meeting may be considered at the meeting or following any adjournment or postponement of the meeting.

Record Date

You or your proxy are entitled to vote at the Annual Meeting or at any adjournment or postponement if you were an Eversource Energy shareholder at the close of business on March 5, 2024.

Voting

Whether or not you plan to attend the Annual Meeting, it is important that your shares be represented at the meeting. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers About the Annual Meeting and Voting" beginning on page 88. This Notice of Annual Meeting of Shareholders and our proxy statement are first being made available to shareholders on or about March 22, 2024.

Meeting Attendance Information

You or your proxy are entitled to attend the Annual Meeting or any adjournment or postponement if you were an Eversource Energy shareholder at the close of business on March 5, 2024 or hold a valid proxy to vote at the Annual Meeting. Please be prepared to present photo identification to be admitted to the meeting. If your shares are not registered in your name but are held in "street name" through a bank, broker or other nominee, and you plan to attend, please bring proof of ownership.

By Order of the Board of Trustees,

James W. Hunt, III
Executive Vice President and Secretary

March 22, 2024

Important Notice Regarding the Availability of Proxy Statement Materials for the Annual Meeting of Shareholders to be held on May 1, 2024. The Proxy Statement for the Annual Meeting of Shareholders to be held on May 1, 2024 and the 2023 Annual Report are available on the Internet at www.envisionreports.com/ES

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Forward-Looking Statements

This proxy statement may contain forward-looking statements that are intended to qualify for the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended. Forward-looking statements are statements of future expectations and not facts. Words such as “estimate,” “expect,” “anticipate,” “intend,” “plan,” “project,” “believe,” “forecast,” “should,” “could,” and similar expressions identify forward-looking statements. The forward-looking statements reflect information available and assumptions at the time the statements are made and speak only as of that time. Actual results or developments might differ materially from those included in the forward-looking statements because of various factors including, but not limited to, those discussed under “Risk Factors,” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Information Summary

This summary highlights information contained elsewhere in this proxy statement. This is only a summary, and we encourage you to review the entire proxy statement, as well as our 2023 Annual Report. A Notice of Internet Availability of Proxy Materials, our 2023 Annual Report, and a form of proxy or voting instruction card are first being made available to shareholders on or about March 22, 2024.

Annual Meeting of Shareholders

Time and Date:	10:30 a.m., Eastern Time, on Wednesday, May 1, 2024
Location:	Ropes & Gray LLP, 800 Boylston Street, Boston, MA 02199
Record Date:	March 5, 2024

2023 Performance Highlights

We achieved several positive financial, operational and sustainability performance results in 2023. The following are brief summaries of some of our most important accomplishments. Please also refer to "Summary of 2023 Accomplishments and Overall Compensation" found on page 37 of this proxy statement.

Financial

- 2023 earnings per share equaled negative $1.26, and non-GAAP earnings per share equaled $4.34, which excludes charges relating to our offshore wind investment and to the sale of certain property. Please see Exhibit A to the Compensation Discussion and Analysis.
- Our Board of Trustees increased the annual dividend rate by 5.9 percent for 2023 to $2.70 per share, exceeding the Edison Electric Institute (EEI) Index companies' median dividend growth rate of 5.4 percent.
- Eversource completed the strategic review regarding the sale of our offshore wind investments in a very challenging market, having determined that full divesture was in the best long term interest of the Company and our shareholders. We completed the sale of our 50 percent share of the uncontracted lease area to our joint venture partner, Ørsted, for $625 million, and entered into an agreement with Ørsted to potentially sell them our interest in the Sunrise Wind project. We also entered into a finance tax equity agreement relating to the South Fork Wind project for $530 million. The tax equity investment enables us to maximize the economics of this project, including tax incentives earned by South Fork Wind in the 12-18 months following the projects' commercial operations dates. In addition, in February 2024 the Company executed an agreement with Global Infrastructure Partners to sell its interest in South Fork Wind and Revolution Wind. Divesture will significantly lower our risk profile and enhance our balance sheet strength.
- Eversource achieved many constructive regulatory outcomes in 2023, including our Massachusetts PBR/Kbar filing approval, which provided for a $105 million base distribution revenue increase and recovery of $16 million in exogenous property taxes; successful storm cost recovery in Massachusetts and New Hampshire, with no disallowances, of $135 million and $45 million, respectively; acceptance in Massachusetts of our comprehensive Grid Modernization regulatory filing and testimony, providing for recovery of our investments; and successful execution of the Massachusetts electric vehicle (EV) infrastructure program, which led the Massachusetts Department of Public Utilities (DPU) to approve the next phase of the program, allowing us to move forward with additional investment to expand EV charging capabilities for over 24,000 stations.

Operational

- On average, 2023 customer power interruptions were 22.3 months apart, and average service restoration time was 58.6 minutes; this performance ranks us in the top decile of the industry and represents our best performance on record.
- Our on-time response to gas customer emergency calls was 98.0 percent, which continues to exceed mandated emergency response requirements.
- We achieved success in several operational and customer focused areas relating to automatic metering, emergency communications, billing, and SCADA.
- Our South Fork Wind Project was the first commercial-scale project in the U.S. to bring wind power to customers.
- We implemented an updated monitoring protocol for those storm-related electric outages that might negatively impact the operation of our natural gas system, designed and launched customer education programs regarding the impact of supply costs on customers' bills, and hosted and promoted webinars on energy costs and programs for small business customers.

- Transmission & Distribution's (T&D) new SCADA system was completed with a successful go-live in June.
- Implementation of our Massachusetts Advanced Metering Infrastructure (AMI) Plan, including the Meter Data Management System, is on track. Once complete, this plan will enable a wide range of new customer benefits, including visibility and insight into customer usage patterns, customized bill alerts, access to time-varying rates, proactive outage notifications and more efficient outage response.
- Our T&D System and Communication plans are on track to help increase support response to resource inadequacy issues and impacts.

ESG/Sustainability

- We achieved a combined score of 92.1 percent compared to the peer group established by the two leading sustainability rating firms.
- We are continuing to mitigate climate change impacts through reductions in greenhouse gas (GHG) emissions. We submitted an application in 2023 to the Science Based Target initiative seeking validation of our broader GHG target aligned with limiting global warming to 1.5 degrees Celsius.
- Our 2024 Trustee nominees include six who have served on the Board for five or fewer years, four who are women and four who are persons of color.
- We were again recognized by a significant number of organizations for our leadership in ESG, women's equality, energy efficiency, veterans and diversity hiring, and workplace wellness.
- We continued our strong support of our communities through our corporate philanthropy and employee volunteer programs. Our 2023 charitable giving and economic development impact totaled $21.1 million.

Corporate Governance Highlights

We maintain effective corporate governance standards:

- ✓ All Trustees are elected annually and by a majority vote of the common shares issued and outstanding.
- ✓ All of the nominees are independent other than the Chief Executive Officer.
- ✓ We have a Lead Independent Trustee and hold at least three Independent Trustee meetings every year.
- ✓ We adopted a proxy access provision in 2018.
- ✓ Each of our Trustees attended at least 75 percent of the aggregate number of Board and Committee meetings during 2023.
- ✓ We require that Trustees retire at the Annual Meeting following the Trustee's 75th birthday.
- ✓ We hold Shareholder engagement meetings throughout the year between management and our shareholders, which discuss executive compensation governance, our financial performance, ESG, climate change and sustainability, and overall corporate governance.
- ✓ We conduct annual Board and Committee self-assessments and other Board refreshment actions.
- ✓ Our shareholders have the right to call a special meeting upon the request of the holders of 10 percent of the Company's outstanding shares.

Executive Compensation Governance Highlights

What we DO:

- ✓ Focus on Pay for Performance.
- ✓ Maintain share ownership and holding guidelines.
- ✓ Utilize balanced incentive metrics including both absolute and relative measures.
- ✓ Deliver the majority of incentive compensation opportunity in long-term equity.
- ✓ Maintain double-trigger change in control vesting provisions.
- ✓ Maintain a broad financial and personal misconduct clawback policy relating to incentive compensation.
- ✓ Tie 75 percent of long-term incentive compensation to performance and grant 100 percent of long-term incentive compensation in equity.
- ✓ Engage an independent compensation consultant.
- ✓ Hold an annual Say-on-Pay vote.
- ✓ Impose payout limitations on incentive awards.
- ✓ Maintain a limited executive and Trustee trading window.

What we DON'T do:

- X Include tax gross-ups in any new or materially amended executive compensation agreements.
- X Allow hedging, pledging or similar transactions by executives and Trustees.
- X Provide for liberal share recycling within long term compensation grants.
- X Pay dividends on equity awards before vesting.
- X Allow for discounts or repricing of options or stock appreciation rights.

Voting Items and Board Recommendations

2024 Business Items

The Board of Trustees of Eversource Energy is asking you to vote on four items:

Item 1 — Election of Trustees

The Board has nominated nine Trustees for re-election to our Board of Trustees. Daniel J. Nova was elected to the Board by the Trustees effective June 1, 2023. Each of the other nominees was elected to the Board by at least 88.69 percent of the shares voted at the 2023 Annual Meeting. The following table provides summary information about each nominee:

				Board Committees				
Trustee	**Age**	**Trustee Since**	**Independent**	**Audit**	**Compensation**	**Governance, Environmental and Social Responsibility**	**Executive**	**Finance**
Cotton M. Cleveland	71	1992	Y			C	M	M
Linda Dorcena Forry	50	2018	Y			M		M
Gregory M. Jones	66	2020	Y	M		M		
Loretta D. Keane	65	2023	Y	V				M
John Y. Kim	63	2018	Y		M		M	C
David H. Long	63	2019	Y		M	M		
Joseph R. Nolan, Jr.	60	2021	N				C	
Daniel J. Nova	62	2023	Y		M			M
Frederica M. Williams	65	2012	Y	M	M			

C: Committee Chair
V: Committee Vice Chair
M: Committee member
(The Trustees who currently chair the Audit and Compensation Committees will retire on the Annual Meeting date and are not nominees for re-election.)

Board Composition

Of our nine nominees eight are independent, six have served on the Board for five or fewer years, four are women, and four are persons of color. Please see the sections in Item 1 Election of Trustees, under the captions "Election of Trustees," "Selection of Trustees," "Trustee Qualifications, Skills and Experience," and "Evaluation of Board and Board Refreshment" beginning on page 7.

Item 2 — Advisory Vote to Approve the Compensation of our Named Executive Officers

We are asking shareholders to approve the compensation of the Company's Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission (SEC). As noted in the Summary of 2023 Accomplishments and elsewhere in this proxy statement, except for the effects of the offshore wind impairment, we achieved excellent performance results in 2023. Our Board is committed to executive compensation programs that reflect market-based incentive compensation and that align the interests of our executives with those of our shareholders, and we believe that the compensation paid to our Named Executive Officers in 2023 reflects that alignment between pay and performance. Please see pages 81 – 82.

Item 3 — Ratify the Selection of the Independent Registered Public Accounting Firm for 2024

Our Audit Committee has selected Deloitte & Touche LLP to serve as our independent registered public accounting firm for the year ending December 31, 2024. The Board is seeking shareholder ratification of this selection. Please see pages 83 – 85.

The Board of Trustees recommends that shareholders vote FOR Items 1, 2 and 3.

Item 4 — Shareholder Proposal titled "Simple Majority Vote"

The Company has received a shareholder proposal from John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, California 90278, which asks that shareholders express their support for a change to the Company's Declaration of Trust that would revise all provisions that currently require more than a majority vote to a majority-only vote. Please see page 86.

The Board of Trustees makes no recommendation regarding Item 4.

Proxy Statement

Annual Meeting of Shareholders May 1, 2024

Introduction

We are furnishing this proxy statement in connection with the solicitation of proxies by the Board of Trustees of Eversource Energy for use at the Annual Meeting of Shareholders (the Annual Meeting). We are holding the Annual Meeting on Wednesday, May 1, 2024, at 10:30 a.m. Eastern Time, at the offices of Ropes & Gray LLP, 800 Boylston Street, Boston, Massachusetts 02199.

We have provided our shareholders with a Notice of Internet Availability of our proxy materials or paper copy with instructions on how to access our proxy materials online and how to vote. We will continue to provide printed materials to those shareholders who have requested them. If you are a record holder and would like to change the method of delivery of your proxy materials, please contact our transfer agent, Computershare Investor Services, P. O. Box 43078, Providence, Rhode Island 02940-3078; toll free: 800-999-7269; or login to your online account at www.computershare.com/investor to update your delivery preferences. You may do the same as a beneficial owner by contacting the bank, broker, or other nominee where your shares are held.

We are making this proxy statement available to solicit your proxy to vote on the matters presented at the Annual Meeting. Our Board requests that you submit your proxy by the Internet, telephone, or at the Annual Meeting so that your shares will be represented and voted at our Annual Meeting. The proxies will vote your common shares as you direct. For each item, you may vote "FOR" or "AGAINST" a nominee or item or you may abstain from voting on the item. If you submit a signed proxy card without any instructions, the proxies will vote your common shares consistent with the recommendations of our Board of Trustees as stated in this proxy statement. If any other matters are properly presented at the Annual Meeting for consideration, the proxies will have discretion to vote your common shares on those matters. As of the date of this proxy statement, we did not know of any other matters to be presented at the Annual Meeting.

Only holders of common shares of record at the close of business on March 5, 2024 (the record date) are entitled to receive notice of and to vote at the Annual Meeting or any adjournment thereof. On the record date, there were 28,926 holders of record and 350,726,912 common shares outstanding and entitled to vote. You are entitled to one vote on each matter to be voted on at the Annual Meeting for each common share that you held on the record date.

The principal office of Eversource Energy is located at 300 Cadwell Drive, Springfield, Massachusetts 01104. The general offices of Eversource Energy are located at 800 Boylston Street, Boston, Massachusetts 02199 and 56 Prospect Street, Hartford, Connecticut 06103-2818.

Item 1: Election of Trustees

Our Board of Trustees oversees the business affairs and management of Eversource Energy. The Board currently consists of twelve Trustees, one of whom, Joseph R. Nolan, Jr., our Chairman of the Board, President and Chief Executive Officer, is a member of management.

Francis A. Doyle, Kenneth R. Leibler and William C. Van Faasen are retiring from the Board effective on the date of the Annual Meeting; we thank them for their exceptional service to the Company. The Board has nominated each of the other incumbent nine Trustees for re-election at the Annual Meeting to hold office until the next Annual Meeting or otherwise until the succeeding Board of Trustees has been elected and at least a majority of the succeeding Board is qualified to act. The number of Trustees was last set at 14; this provides the Board with flexibility to add Trustees when appropriate. Shareholders may vote for up to nine nominees. Unless you specify otherwise in your vote, we will vote the enclosed proxy to elect the nine nominees named on pages 8-12 as Trustees.

We describe below and on the following pages each nominee's name, age, and date first elected as a Trustee, Committees served on, and a brief summary of the nominee's business experience, including the nominee's particular qualifications, skills and experience that led the Board to conclude that the nominee should continue to serve as a Trustee. Please see the Trustees' biographies below and the sections captioned "Selection of Trustees," "Trustee Qualifications, Skills and Experience" and "Evaluation of the Board and Board Refreshment" beginning on page 13. Each nominee has indicated to our Lead Independent Trustee that they will stand for election and will serve as a Trustee if elected. The affirmative vote of the holders of a majority of the common shares outstanding as of the record date will be required to elect each nominee. This means that each nominee must receive the affirmative vote of the holders of more than 50 percent of the total common shares outstanding. You may either vote "FOR" or "AGAINST" all, some, or none of the Trustees, or you may abstain from voting. Broker non-votes and abstentions will be counted in the determination of a quorum and will have the same effect as a vote against a nominee.

The Board of Trustees recommends that shareholders vote FOR the election of the nominees listed below.

Cotton M. Cleveland

Age: 71
Trustee since 1992
Committees: Executive, Finance, and Governance, Environmental and Social Responsibility

BACKGROUND

Ms. Cleveland has served as President of Mather Associates, a firm specializing in leadership and organizational development for business, public and nonprofit organizations since 2012. She is former director of Ledyard National Bank and Main Street America Holdings, Inc., and was the founding Executive Director of the state-wide Leadership New Hampshire program. She has served on the Board of Directors of the Bank of Ireland and as Interim President and Chief Executive Officer of the New Hampshire Women's Foundation. Ms. Cleveland has also served as Chair, Vice Chair and a member of the Board of Trustees of the University System of New Hampshire, as Co-Chair of the Governor's Commission on New Hampshire in the 21st Century, and as an incorporator for the New Hampshire Charitable Foundation. Ms. Cleveland received a B.S. degree *magna cum laude* from the University of New Hampshire, Whittemore School of Business and Economics. For fourteen years she was a certified and practicing Court Appointed Special Advocate/Guardian ad Litem (CASA/GAL) volunteer for abused and neglected children.

QUALIFICATIONS, SKILLS AND EXPERIENCE

Ms. Cleveland founded and serves as President of her own consulting firm. She has experience serving on the boards of directors of numerous companies. She also benefits from her policy-making level experience in education at the university level as the Chair, Vice Chair and member of the Board of Trustees of the University System of New Hampshire. In addition, she has policy-making level experience in financial and capital markets as a result of her service as a director of Ledyard National Bank and Bank of Ireland. Her ties to the State of New Hampshire also provide the Board with valuable perspective. Based on these qualifications, skills and experience, the Board of Trustees determined that Ms. Cleveland should continue to serve as a Trustee.

Linda Dorcena Forry

Age: 50
Trustee since 2018
Committees: Finance and Governance, Environmental and Social Responsibility

BACKGROUND

Ms. Forry is the Principal of LDF Holdings, LLC and co-publisher of Reporter Newspapers, an award winning community journalism company with various online platforms such as the Dorchester Reporter, the Boston Irish Magazine (previously Boston Irish Reporter) and Boston Haitian Reporter. She previously served as Vice President of Diversity, Inclusion and Community Relations at Suffolk Construction from 2018 – 2022. Ms. Forry served in the Massachusetts Senate from 2013 to 2018, where she was appointed Assistant Majority Whip in 2017 and served in the Massachusetts House of Representatives from 2005 to 2013. She also served on the Executive Staff of the Department of Neighborhood Development for the City of Boston. Ms. Forry serves on numerous boards and civic organizations, including the Edward M. Kennedy Institute, John F. Kennedy Library Advisory Board, Boys and Girls Club of Dorchester, Make-A-Wish Foundation Massachusetts and Rhode Island, BIDMC Trustee Advisory Board, Rappaport Institute for Greater Boston at Harvard Kennedy School of Government, and National Haitian American Elected Officials Network (NHAEON). Ms. Forry received her B.A. degree from Boston College Carroll School of Management in 1998 and her M.P.A. from Harvard University's Kennedy School of Government in 2014.

QUALIFICATIONS, SKILLS AND EXPERIENCE

Ms. Forry's former service as Vice President of Diversity, Inclusion and Community Relations at Suffolk Construction provided her company with tools by which it can increase diversity and inclusion and maintain excellent relations between Suffolk Construction and the Northeast community. Ms. Forry is Co-Founder of the New Commonwealth Racial Equity and Social Justice Fund, a Massachusetts organization dedicated to driving societal change through addressing systemic racism and racial inequality. Ms. Forry also has significant policy-making level experience from her tenure in state and local government in Massachusetts. She also has experience serving on the boards of directors of several non- profit boards. Her experience and expertise provide the Board and the Company with insight into how Eversource can continue its important work in furthering diversity and inclusion in Eversource's workplace and maintaining a close relationship with our customer communities. Based on these qualifications, skills and experience, the Board of Trustees determined that Ms. Forry should continue to serve as a Trustee.

Gregory M. Jones

Age: 66
Trustee since 2020
Committees: Audit and Governance, Environmental and Social Responsibility

BACKGROUND

Mr. Jones has served as the Vice President, Community Health and Engagement for Hartford Healthcare since 2017. In April of 2012 he established The Legacy Foundation of Hartford, Inc. and continues to serve as its Chairman. He was the Founder and served as Principal of the Corporate Development Group from 2008 to 2012. In 2011, Mr. Jones joined Tyco Fire & Security as director of North American mergers and acquisitions until 2012. Mr. Jones also serves on several charitable non-profit boards, including the Greater Hartford Community Foundation, Inc. and the Southside Institutions Neighborhood Alliance, and served on the Hartford Hospital Board of Directors from 2012 – 2017. Mr. Jones received his B.S. degree in accounting from Morgan State University, his M.P.M. from Carnegie Mellon University and his M.B.A. from the Wharton School at the University of Pennsylvania.

QUALIFICATIONS, SKILLS AND EXPERIENCE

Mr. Jones has considerable experience in business and management, including experience in financial markets and mergers and acquisitions. In his current position as Vice President, Community Health and Engagement for Hartford Healthcare, Mr. Jones provides his company with the tools to build a bridge between healthcare providers and community members. He also has experience serving on the boards of directors of non-profit boards. Based on these qualifications, skills and experience, the Board of Trustees determined that Mr. Jones should continue to serve as a Trustee.

Loretta D. Keane

Age: 65
Trustee since 2023
Committees: Audit and Finance

BACKGROUND

Ms. Keane has served as Chief Financial Officer of Arcadia Solutions, LLC, a Boston based healthcare data platform service provider, since 2018. She served as Chief Financial Officer of the Forensic Risk Alliance in 2019 and as Chief Financial Officer of Clarity Software Solutions from 2014 – 2016. Ms. Keane received her B.S. degree in business administration in accounting from Suffolk University and her M.S. degree in taxation from Bentley College (now Bentley University). She has been active in Financial Executives International and the CFO Leadership Council and has lectured at Bentley University.

QUALIFICATIONS, SKILLS AND EXPERIENCE

Ms. Keane has more than 20 years of Chief Financial Officer leadership experience at high growth software and technology companies. She has worked with executive management teams throughout the Eversource service territory, with focus on strategy and shareholder growth. She is a Certified Public Accountant. Based on these qualifications, skills and experience, the Board of Trustees determined that Ms. Keane should continue to serve as a Trustee.

John Y. Kim

Age: 63
Trustee since 2018
Committees: Executive, Finance and Compensation

BACKGROUND

Mr. Kim has served as the founder and Managing Partner of Brewer Lane Ventures, LLC a technology-focused venture firm since 2019. Mr. Kim served as President of New York Life Insurance Company from 2015 until his retirement in 2018 and also served in a variety of other management positions at New York Life, including as the company's Chief Investment Officer. Mr. Kim serves on the Board of Directors of Franklin Resources, Inc., a publicly held company and serves on the board of seven privately-held technology startup companies: Avibra, Inc., Ease Capital, EvolutionIQ, Exos Financial, Kingfield Corp., Ladder Financial Inc., and Socotra, Inc. He has served as the vice chair of the Connecticut Business and Industry Association, as a member of the MetroHartford Alliance, Inc., and as chairman of the University of Connecticut Foundation. He has also been active with the Greater Hartford Arts Council, The Hartford Stage Company, and the Connecticut Opera Association. Mr. Kim received his B.A. degree from the University of Michigan in 1983 and his M.B.A. degree from the University of Connecticut in 1987.

QUALIFICATIONS, SKILLS AND EXPERIENCE

Mr. Kim has more than 30 years of experience in the financial services area. His varied and comprehensive accounting, financial, technology, risk and financial reporting experience acquired at several nationally known insurance companies, including New York Life Insurance Company, Prudential Retirement, CIGNA Retirement and Investment Services and Aetna, provides the Board and its Committees with valuable insight and perspective. He also has been closely associated with several important Connecticut business and non-profit groups and is an experienced public company director. Based on these qualifications, skills and experience, the Board of Trustees determined that Mr. Kim should continue to serve as a Trustee.

David H. Long

Age: 63
Trustee since 2019
Committees: Compensation and Governance, Environmental and Social Responsibility

BACKGROUND

Mr. Long currently serves as the Chairman of Liberty Mutual Holding Company, Inc. He was elected President and a Director of Liberty Mutual Holding Company, Inc. in 2010, became Chief Executive Officer in 2011 and was elected Chairman in 2013. He serves on numerous boards and civic organizations, including Hartwick College, Massachusetts General Hospital, Massachusetts General Hospital's President's Council, Ford's Theatre, Massachusetts Competitive Partnership, Board of Governors for the Boston College, Chief Executives Club of Boston, MIT President's CEO Advisory Board, Greater Boston Chamber of Commerce, Jobs for Massachusetts, Inc., Tamarack Technologies and as Chairman of Massachusetts General Hospital's annual fundraiser, Aspire, which provides social services and development opportunities for children and young adults on the Autism spectrum. He also serves as a director and officer of The Common Room, a non-profit organization. Mr. Long received his B.A. degree from Hartwick College in 1983 and his M.S. in finance from Boston College in 1989, and was awarded an honorary Doctorate degree from Hartwick College in 2014, an honorary Doctorate of Commercial Science degree from Bentley University in 2017 and an honorary Doctor of Business and Commerce degree from Merrimack College in 2018.

QUALIFICATIONS, SKILLS AND EXPERIENCE

Mr. Long has over 35 years of experience in the financial services area. His comprehensive accounting, financial and financial reporting experience acquired in a regulated industry at Liberty Mutual Holding Company, Inc. provides the Board and its Committees with valuable insight and perspective. Mr. Long also acquired important management and leadership skills that provide additional value and support to the Board. He has served on numerous boards of for-profit and non-profit companies and their committees. Based on these qualifications, skills and experience, the Board of Trustees determined that Mr. Long should continue to serve as a Trustee.

Joseph R. Nolan, Jr.

Age: 60
Chairman since 2022
Trustee since 2021
Committee: Executive

BACKGROUND

Mr. Nolan is Chairman of the Board, President and Chief Executive Officer of Eversource Energy and is Chairman and a director of Eversource's principal subsidiaries, excepting The Connecticut Light and Power Company. Mr. Nolan was elected President and Chief Executive Officer in 2021 and elected Chairman in 2022. Previously, Mr. Nolan served as Executive Vice President-Strategy, Customer and Corporate Relations of Eversource Energy since February 5, 2020. Prior to that, Mr. Nolan served as Executive Vice President-Customer and Corporate Relations of Eversource Energy from August 8, 2016 to February 5, 2020. Mr. Nolan also serves on the Boards of Directors of the Needham Bank; President's Council, MGH Institute of Health Professionals; New England Council, Chairman's Council; Boston Children's Hospital; Intercontinental Real Estate Corporation, Long Island, New York Association; Francis Ouimet Scholarship Fund; and Camp Harbor View Foundation. He received both his B.A. degree in communications and M.B.A. degree from Boston College.

QUALIFICATIONS, SKILLS AND EXPERIENCE

Mr. Nolan is Chairman of the Board, President and Chief Executive Officer. His extensive experience in the energy industry and diverse communications and management skills provide the necessary background to lead the Company. He also serves our customer community through his service on and work with many non-profit boards. Since becoming Chief Executive Officer, he has continued the Company's financial and operational success and continued to position Eversource as a national clean energy leader. Based on these qualifications, skills and experience, the Board of Trustees determined that Mr. Nolan should continue to serve as a Trustee.

Daniel J. Nova

Age: 62
Trustee since 2023
Committees: Compensation and Finance

BACKGROUND

Mr. Nova has been a General Partner at Highland Capital Partners LLP, a global venture capital firm with offices in Boston, Silicon Valley and San Francisco since 1996. From October 2020 to December 2022, Mr. Nova served as the Chief Investment Officer and a director of Highland Transcend Partners I Corp., a publicly-traded special purpose acquisition company. Mr. Nova currently serves as a director and a member of the Audit and Compensation Committees of Rent the Runway, Inc., a publicly-traded online subscription service for clothing, and he serves as a director and member of the Compensation Committee of ThredUp Inc., a publicly-traded online resale platform. He also serves on the boards of directors of several privately held companies, including Catalant Technologies, Inc., Kyruus, Inc., and RapidSOS, Inc. He serves on the Board of Directors of the American Repertory Theater, on the Board of Advisors of Global Newborn Solutions and on the President's Advisory Council at the Whittier Street Health Center. Mr. Nova holds a B.S. degree in Computer Science and Marketing from Boston College and an M.B.A. degree from Harvard Business School.

QUALIFICATIONS, SKILLS AND EXPERIENCE

Mr. Nova has more than 25 years of financial and leadership experience derived from his serving as a General Partner and also as Chief Investment Officer and a director. He also provides in-depth experience to the Board from his service as a director of several public companies, including service on board committees, and has also served on area non-profit boards, all of which continue to provide the Board with valuable knowledge and insight. Based on these qualifications, skills and experience, the Board of Trustees determined that Mr. Nova should continue to serve as a Trustee.

Frederica M. Williams

Age: 65
Trustee since 2012
Committees: Audit and Compensation

BACKGROUND

Ms. Williams has served as President and Chief Executive Officer of Whittier Street Health Center in Boston, an urban community health care facility serving residents of Boston and surrounding communities, since 2002. Prior to joining Whittier Street Health Center, she served as the Senior Vice President of Administration and Finance and Chief Financial Officer of the Dimock Center, a large health care and human services facility in Boston. Ms. Williams is a member of the Board of Trustees of Dana Farber Cancer Institute, the Massachusetts League of Community Health Centers and Boston Health Net. She is a Fellow of the National Association of Corporate Directors, a member of the Massachusetts Women's Forum, International Women's Forum, and Women Business Leaders of the U.S. Health Care Industry Foundation. Ms. Williams attended the London School of Accountancy, passed the examinations of the Institute of Chartered Secretaries and Financial Administrators (United Kingdom) (ICSA) and of the Institute of Administrative Management (United Kingdom) with distinction, and was elected a Fellow of the ICSA in 2000. She obtained a graduate certificate in Administration and Management from the Harvard University Extension School and an M.B.A. degree with a concentration in Finance from Anna Maria College.

QUALIFICATIONS, SKILLS AND EXPERIENCE

Ms. Williams has more than 25 years of experience in a regulated industry, and has served as the President and Chief Executive Officer of Whittier Street Health Center, a national model for providing equitable access to high quality and cost-effective health care, for more than twenty years. This service has provided her with a broad base of financial, leadership, management and community experience and skills. She also has significant experience serving on several non-profit boards. Based on these qualifications, skills and experience, the Board of Trustees determined that Ms. Williams should continue to serve as a Trustee.

Governance of Eversource Energy

Board's Leadership Structure

Joseph R. Nolan, Jr. is our Chairman of the Board, President and Chief Executive Officer. Mr. Van Faasen serves as our Lead Independent Trustee.

As Lead Independent Trustee, Mr. Van Faasen presides at executive sessions of the independent Trustees; facilitates communication between the Chief Executive Officer and the Board members; participates with the Compensation Committee, which he chairs, in its evaluation of the Chief Executive Officer; and provides ongoing information to the Chief Executive Officer about his performance.

Selection of Trustees

This section and the next two sections discuss how we select individuals to become Trustees and how we continually ensure that we have a fully-qualified, effective and diverse Board.

As set forth in its charter, it is the responsibility of the Governance, Environmental and Social Responsibility Committee to identify individuals qualified to become Trustee and to recommend to the Board a slate of Trustee nominees to be submitted to a vote of our shareholders at the Annual Meeting of Shareholders. The Committee has from time to time retained the services of a third party executive search firm to assist it in identifying and evaluating such individuals.

As provided in our Corporate Governance Guidelines, the Governance, Environmental and Social Responsibility Committee seeks nominees with the following qualifications:

> Trustees should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of our shareholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment. The Board should represent diverse experience at policy-making levels in business, government, education, community and charitable organizations, as well as areas that are relevant to our business activities. The Governance, Environmental and Social Responsibility Committee also seeks diversity in gender, ethnicity and personal background when considering Trustee candidates.

Applying these criteria and those noted elsewhere in this proxy statement, the Governance, Environmental and Social Responsibility Committee also considers Trustee candidates suggested by its members as well as by management and shareholders.

As part of the annual nomination process, the Governance, Environmental and Social Responsibility Committee reviews the independence, qualifications, skills and experience of each nominee for Trustee and reports its findings to the Board. At the January 31, 2024 meetings, the Governance, Environmental and Social Responsibility Committee and the Board of Trustees determined that each Trustee (except our Chairman of the Board, President and Chief Executive Officer) is independent, that each Trustee possesses the highest personal and professional ethics, integrity and values, and that each Trustee remains committed to representing the long-term interests of our shareholders. The Committee's review also focused on each Trustee's experience at policy-making levels in business, government, education, community and charitable organizations, and other areas relevant to our business activities, as described below. Based on this review, the Committee advised the Board on January 31, 2024 that each of the Trustees was qualified to serve on the Board under the Corporate Governance Guidelines.

The Governance, Environmental and Social Responsibility Committee and the Board annually review the skills and qualifications that they determine are necessary for the proper oversight of the Company by the Trustees in furtherance of their fiduciary duties. The Committee and the Board remain focused on ensuring that the individual and collective abilities of the Trustees continue to meet the changing needs of the Company and its constituencies. The Board is committed to nominating individuals who satisfy the applicable criteria for outstanding service to our Company and who together comprise the appropriate and diverse Board composition in light of evolving business demands. The Board evaluates the effectiveness of each Trustee in contributing to the Board's work and the potential contributions of each new nominee.

Trustee Qualifications, Skills and Experience

Eversource Energy is a holding company with electric, gas and water utility subsidiaries that provide service to customers in Connecticut, Massachusetts and New Hampshire. The Company is a leader in enabling the development of clean energy. Combined with our successful and effective energy efficiency programs, the Company is positioned at the forefront in the fight against climate change. We stress great reliability and customer service for our customers, solid financial performance for our shareholders, a safe, respectful workplace for our employees that provides good wages and benefits, and continuous involvement with and support of our communities. Eversource has set a goal to be carbon neutral by 2030. To help us achieve this goal, we seek Trustees with both overall skills and experience and some that are specialized. We describe here and elsewhere the qualifications, skills and experience that we feel are necessary and that our Trustees possess.

Set forth below is a list of the qualifications, skills and experience we seek, followed by a description noting how these qualifications, skills and experience are particularly important to our Board:

Accounting and Financial Experience. As a publicly traded electric, gas and water utility holding company whose companies are subject to substantial federal, state and accounting industry rules, it is especially important that the Board members have significant accounting experience. Accurate and complete financial reporting, financing, auditing and internal controls are critical to our success. We expect all of our Trustees to be literate in financial statements and financial reporting processes. Several of our Trustees are career accounting and financial executives who provide us with superior strength in the Board's oversight of this important element of the Board's responsibilities.

Community and Charitable Organization Experience. Public utility companies have a unique position and role in the communities they serve beyond that of most corporations. The Board supports and encourages community involvement and development and philanthropic goals and activities. The Eversource Energy Foundation, Inc. was established in 1998 to focus on our community investments and to provide grants to our non-profit community partners. Consistent with our business strategy and core values, the Foundation invests primarily in projects that address issues of economic and community development and the environment. Each Trustee has experience in one or more community or charitable organizations. We operate New England's largest energy delivery system in three different states. Because a majority of our Trustees also reside in our service territory, they not only have ties to local communities, but they also understand our customers' needs.

Environmental, Social and Governance, and Sustainability Experience. We prioritize the importance of strong environmental, social and governance practices, implementing measures like working to reduce the GHG emissions of both the Company and our region; on the wellbeing of our customers and communities, through excellent customer service and continuing corporate philanthropy programs; on the health, safety and advancement of our employees, through our many pay, benefit and overall human capital management programs; and through our sound, highly-rated governance practices. Experience in ESG and sustainability is important, as it assists the Board in its oversight of our ESG and sustainability practices so that Eversource is able to continue its commitment to protection of the environment, to the communities where our customers live and work, to our employees, and to society overall. Our Trustees have experience in all facets of ESG and sustainability, understand this critical part of our business, and are able to help us in maintaining our position as an ESG and sustainability leader.

Management, Senior Executive and Director Experience. Many of our Trustees serve or have served as senior executives or directors of other companies, providing us with unique insights. These individuals possess extraordinary leadership qualities as well as the ability to identify and develop those qualities in others. They demonstrate a practical understanding of organizations, processes, long-term strategic planning, risk management and corporate governance, and know how to drive change and growth.

Regulatory Experience. Each of our utility subsidiaries is regulated in virtually all aspects of its business by various federal and state agencies, including the SEC, the Federal Energy Regulatory Commission (FERC), and various state and/or local regulatory authorities with jurisdiction over the industry and the service areas in which we operate. Accordingly, the Board values the policy-making level experience in a heavily regulated industry that several of our Trustees possess.

Risk Management Experience. Assessing and managing risk in a rapidly changing clean energy environment is critical to our success. Several of our Trustees have served in leadership positions and have the experience to understand and evaluate the most significant risks we face and the experience and leadership to provide effective oversight of risk management processes.

Our Board's Qualifications, Gender, Race/Ethnicity and Tenure

	Cotton M. Cleveland	Francis A. Doyle	Linda Dorcena Forry	Gregory M. Jones	Loretta D. Keane	John Y. Kim	Kenneth R. Leibler	David H. Long	Daniel J. Nova	Joseph R. Nolan, Jr.	William C. Van Faasen	Frederica M. Williams
SKILLS AND EXPERIENCE												
Accounting and Financial Experience. Accurate financial reporting, robust auditing and internal controls are critical to our success. We expect all of our Trustees to be literate in financial statements and financial reporting processes.	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Community and Charitable Organization Experience. Our electric, natural gas and water utilities are embedded in the communities we serve. Understanding our customer base, our stakeholders and the communities we serve is an important aspect of our Board's role.	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Gender and Ethnic Diversity. One of our core corporate values is diversity. We believe diversity of experience and thought is a valuable attribute in members of our Board. Our Corporate Governance Guidelines also identify diversity as an important consideration when considering Trustee candidates including gender, ethnicity and personal background.	✓		✓	✓	✓	✓						✓
Management, Senior Executive and Director Experience. Trustees who serve or have served as senior executives or directors of other companies provide us with unique insights. These individuals generally possess extraordinary leadership qualities as well as the ability to identify and develop those qualities in others. They demonstrate a practical understanding of organizations, processes, strategy, risk management and corporate governance, and know how to drive change and growth.	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Risk Management Experience. Managing risk in a rapidly changing environment is critical to our success. Trustees who have served as senior executive and/or directors of large and/or regulated companies have experience in the understanding and evaluation of the most significant risks we face, and in applying that experience to the Company's short and long term strategy, enabling them to provide the experience and leadership to provide effective oversight of risk management processes.	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓
Regulatory Experience. Each of our utility subsidiaries is regulated in virtually all aspects of its business by various federal and state agencies, including the SEC, the Federal Energy Regulatory Commission, and various state and/or local regulatory authorities with jurisdiction over the industry and the service areas in which we operate. Accordingly, the Board values the policymaking-level experience in a heavily regulated industry that our Trustees possess.	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓
Environmental, Social and Governance, and Sustainability Experience. We place the highest priority on the health and safety of our workforce and protection of our customers, employees, communities and the environment; therefore Sustainability and Environmental experience is important to manage our sustainability practices, including environmental, social and governance matters and continue our commitment to improving our environmental performance and reducing the potential negative impacts of our operations on the environment.	✓	✓	✓	✓		✓		✓		✓	✓	✓
GENDER												
Female	✓		✓		✓							✓
Male		✓		✓		✓	✓	✓	✓	✓	✓	
RACE/ETHNICITY												
African American/Black			✓	✓								✓
White/Caucasian	✓	✓			✓		✓	✓	✓	✓	✓	
Asian American						✓						
TENURE (IN YEARS ON THE BOARD)	32	12	5	3	1	6	18	4	0	2	12	12

Evaluation of Board and Board Refreshment

The Governance, Environmental and Social Responsibility Committee annually reviews and evaluates the performance of the Board of Trustees, Board Committees and individual Board members. The Committee periodically assesses the Board's contribution as a whole and identifies areas in which the Board or senior management believes a better contribution can be made. The Committee also reviews the attributes and skills of the Board members as a way to refresh and continually ensure that the Board has the proper mix of skills. The Board and each of the Committees, other than the Executive Committee, also conduct annual performance self-evaluations to increase the effectiveness of the Board and its Committees; the results of these are reviewed and discussed with the Board. Our self-evaluation program includes the completion of Board and Committee questionnaires, interviews by the Lead Independent Trustee with each Board member, interviews by each Committee Chair with each Committee member, and discussions by the Board and each Committee of the Board and Committee effectiveness and any issues raised by our Board members during the self-evaluation process. In addition to the Committee reviews and the annual self-evaluations conducted by the Committee and the Board, the Committee and the Board also annually review the independence, performance and qualifications of each Trustee prior to nominations being made for an additional term. These reviews are discussed by the Committee, following which it makes recommendations to the Board regarding nominees for election as Trustees.

Shareholders who desire to suggest potential candidates for election to the Board of Trustees may address such information, in writing, to our Secretary at the mailing address set forth on page 87 of this proxy statement. The communication must identify the writer as a shareholder of the Company and provide sufficient detail about the nominee for the Governance, Environmental and Social Responsibility Committee to consider the individual's qualifications. Our Declaration of Trust also provides for proxy access.

Board Committees and Responsibilities

The Board of Trustees has five standing committees, described below. The Board has adopted charters for each of these committees. These charters can be found at https://www.eversource.com/content/general/about/investors/corporate-governance/board-committee-charters.

Audit Committee

Members: Francis A. Doyle, Chair Loretta D. Keane, Vice Chair Gregory M. Jones Kenneth R. Leibler Frederica M. Williams	The Audit Committee is responsible for oversight of the Company's financial statements, the internal audit function, and compliance by the Company with legal and regulatory requirements. The Committee also oversees: • The appointment, compensation, retention and oversight of our independent registered public accounting firm. • The independent registered public accounting firm's qualifications, performance and independence, as well as the performance of our internal audit function. • The review of guidelines and policies that govern management's processes in assessing, monitoring and mitigating major financial risk exposures. • Financial reporting and review of accounting standards and systems of internal control. • Significant accounting policies, management judgments and accounting estimates, and earnings releases. • All matters that may have a material impact on the financial statements or the Company's compliance policies and practices. The Audit Committee has sole authority to appoint or replace the independent registered public accounting firm (for which it seeks shareholder ratification), and to approve all audit engagement fees and terms. The Committee meets independently with the internal audit staff, the independent registered public accounting firm, management, and then solely as a Committee, at least quarterly. Following each Committee meeting, the Audit Committee reports to the full Board. The Audit Committee met six times during 2023, including the annual joint meeting with the Finance Committee. Additional information regarding the Audit Committee is contained in Item 3 of this proxy statement beginning on page 83. **Financial Expertise**: Each member of the Audit Committee meets the financial literacy requirements of the SEC, the New York Stock Exchange (NYSE) and our Corporate Governance Guidelines. The Board has affirmatively determined that Mr. Doyle is an "audit committee financial expert," as defined by the SEC. **Independence**: The Board has determined that each member of the Audit Committee meets the independence requirements of the SEC, the NYSE and our Corporate Governance Guidelines.

Compensation Committee

Members: William C. Van Faasen, Chair Francis A. Doyle John Y. Kim David H. Long Daniel J. Nova Frederica M. Williams	The Compensation Committee is responsible for the compensation and benefit programs for all executive officers of Eversource Energy and has overall authority to establish and interpret our executive compensation programs. The Compensation Committee also: • Reviews our executive compensation strategy, evaluates components of total compensation, assesses performance against goals, market competitive data and other appropriate factors, and makes compensation-related decisions based upon Company and executive performance. • Reviews and recommends to the Board of Trustees the compensation of the non-employee members of the Board. • Reviews and approves corporate goals and objectives relevant to the Chief Executive Officer's compensation and subject to the further review and approval of the independent Trustees, evaluates the performance of the Chief Executive Officer in light of those goals and objectives. • In collaboration with the Chief Executive Officer, oversees the evaluation of executive officers and engages in the succession planning process for the Chief Executive Officer and other executives. • Has the sole authority to select and retain experts and consultants in the field of executive compensation to provide advice to the Committee with respect to market data, competitive information, and executive compensation trends; retains an independent compensation consulting firm to provide compensation consulting services solely to the Compensation Committee. Following each Committee meeting, the Compensation Committee reports to the full Board. The Compensation Committee met six times during 2023. For additional information regarding the Compensation Committee, including the Committee's processes for determining executive compensation, see the Compensation, Discussion and Analysis beginning on page 37. **Independence**: The Board has affirmatively determined that each member of the Compensation Committee meets the independence requirements of the SEC, the NYSE and our Corporate Governance Guidelines.

Executive Committee

Members: Joseph R. Nolan, Jr., Chair Cotton M. Cleveland Francis A. Doyle John Y. Kim William C. Van Faasen	The Executive Committee is empowered to exercise all the authority of the Board, subject to certain limitations set forth in our Declaration of Trust, during the intervals between meetings of the Board. Following each Committee meeting, the Executive Committee reports to the full Board. The Executive Committee met three times in 2023. **Independence**: Except for Mr. Nolan, who is the Company's Chairman of the Board, President and Chief Executive Officer, each member of the Executive Committee is independent.

Finance Committee

Members: John Y. Kim, Chair Cotton M. Cleveland Linda Dorcena Forry Loretta D. Keane Kenneth R. Leibler Daniel J. Nova	The Finance Committee assists the Board in fulfilling its oversight responsibilities relating to financial plans, policies and programs for Eversource Energy and its subsidiaries. The Finance Committee also: • Reviews the Company's plans and actions to assure liquidity; its financial goals and proposed financing programs modifying the Company's capital structure; its financing programs, including but not limited to the issuance and repurchase of common and preferred shares, long-term and short-term debt securities and the issuance of guarantees; and its operating plans, budgets and capital expenditure forecasts. • Reviews the Company's Enterprise Risk Management (ERM) program and in conjunction with other Committees of the Board, practices to monitor and mitigate cyber, physical security and other risk exposures. • Reviews and recommends the Company's dividend policy, as well as new business ventures and initiatives which may result in substantial expenditures, commitments and exposures. • Conducts an annual review of counter-party credit policy, insurance coverages and pension plan performance. Following each Committee meeting, the Finance Committee reports to the full Board. The Finance Committee met four times during 2023, including the annual joint meeting with the Audit Committee. **Independence**: While the Committee is not subject to the same independence requirements of the Audit, Compensation and Governance, Environmental and Social Responsibility Committees, the Board has affirmatively determined that each member of the Finance Committee is independent.

Governance, Environmental and Social Responsibility Committee

Members: Cotton M. Cleveland, Chair Linda Dorcena Forry Gregory M. Jones David H. Long William C. Van Faasen	The Governance, Environmental and Social Responsibility Committee is responsible for developing, overseeing and regularly reviewing our Corporate Governance Guidelines and related policies. The Governance, Environmental and Social Responsibility Committee also: • Serves as a nominating committee, establishing criteria for new Trustees and identifying and recommending prospective Board candidates and the appointment of Trustees to Board Committees. • Annually reviews the independence and qualifications of the Trustees and recommends to the Board appointments of the Committee members, the Lead Independent Trustee, and the Executive Chairman of the Board and the election of officers of the Company. • Annually evaluates the performance of the Board and its Committees. • Annually reviews the charters of the Board Committees. • Oversees the Company's climate, environmental, human capital management and social responsibility strategy, programs, policies, risks, targets and performance, as well as related public reporting, in coordination with other Committees or the Board as necessary or appropriate. Following each Committee meeting, the Governance, Environmental and Social Responsibility Committee reports to the full Board. The Governance, Environmental and Social Responsibility Committee met four times in 2023. **Independence**: The Board has affirmatively determined that each member of the Governance, Environmental and Social Responsibility Committee meets the independence requirements of the SEC, the NYSE and our Corporate Governance Guidelines.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is employed by Eversource Energy or any of its subsidiaries. No executive officer of Eversource Energy serves as a member of the compensation committee or on the board of directors of any company at which a member of the Eversource Energy Compensation Committee or Board of Trustees serves as an executive officer.

Meetings of the Board and its Committees

In 2023, the Board of Trustees held seven meetings, three of which included executive sessions attended only by the independent Trustees, and the Board and the Committees held a total of 29 meetings. Each Trustee attended at least 75 percent of the aggregate number of the 2023 Board and Committee meetings and all Trustees attended the Annual Meeting of Shareholders held on May 3, 2023. Our Trustees are expected to attend our Annual Meetings of Shareholders, but we do not have a formal policy addressing this subject.

Board's Oversight of Risk

The Board of Trustees, both as a whole and through its Committees, is responsible for the oversight of the Company's risk management processes and programs. The Board believes that this approach is appropriate to carry out its risk oversight responsibilities and is in the best interests of the Company and its shareholders. Each year, the Board evaluates its risk assessment function as part of its Board evaluation process.

As set forth below, each Committee reviews management's assessment of risk for that Committee's respective area of responsibility. Each Committee member has expertise on risks relative to the nature of the Committee on which they sit. With each Committee Chair reporting to the Board following each Committee meeting, the entire Board can discuss risk related issues, assess their implications and provide oversight on appropriate actions for management to take. All Board meetings are attended by members of senior management at which discussions of relevant risks and challenges facing the Company are held.

The Board of Trustees oversees the Company's comprehensive operating and strategic planning. The operating plan, which is reviewed and formally approved by the Board in February following a review by the Finance Committee, consists of the goals and objectives for the year, key performance indicators, and financial forecasts. The strategic planning process consists of long-term corporate objectives, specific strategies to achieve those goals, and plans designed to implement each strategy. The ERM program is integrated with the annual operating and strategic planning processes to identify the key financial risks associated with the plan. These financial risks are presented to the Board of Trustees as part of both of the annual operating plan and at the Board's annual strategic planning session.

The Finance Committee is responsible for oversight of the Company's ERM program and enterprise-wide risks, as well as specific risks associated with cybersecurity, insurance, credit, financing, pension investments, and line of businesses. Our Committee of Sponsoring Organizations-based ERM program involves the application of a well-defined, enterprise-wide methodology designed to allow our executives to identify, categorize, prioritize, mitigate and monitor the principal risks to the Company. The ERM program is integrated with other assurance functions throughout the Company, including compliance, auditing, and insurance to ensure appropriate coverage of risks that could impact the Company, that the appropriate risk response is determined, and that the risk mitigation plans are periodically verified. The top enterprise-wide risks are identified using a comprehensive cross functional analysis involving key officers and employees of each organization within the Company and are monitored throughout the year by the Company's Risk Committee, which is comprised of senior officers of the Company, with key risk indicators and mitigation progress reports. In addition to known risks, the ERM program identifies emerging risks to the Company, through participation in benchmarking groups both within and outside the utility industry, discussions with management, and consultation with outside advisors. Our management then analyzes risks to determine materiality, likelihood and impact, and develops formal mitigation strategies based upon the risk drivers or what could cause the risk to occur. Strategic risks are also analyzed considering how quickly a risk is expected to occur. Management broadly considers our business model, the utility industry, the global and local economy, climate change, sustainability, and the current political and economic environment to identify risks. Periodically, the ERM group will perform a correlation exercise to determine the influence the top enterprise risks may have on one another's likelihood and impact. The findings of this process are discussed with the Finance Committee and the full Board, including reporting on an individual risk-by-risk basis on how these issues are being measured and managed.

In addition to the regularly scheduled reports by ERM of all the Company's enterprise-wide risks and the results of the ERM program, management reports periodically to both the Board of Trustees and the Finance Committee and/or Joint Audit and Finance Committee in depth on specific top enterprise risks at the Company. ERM also reports regularly to the Finance Committee on the activities of the Company's Risk Committee. The Company's Risk Committee meets quarterly, or more frequently if needed. It is responsible for ensuring that the Company is managing its principal enterprise-wide risks, as well as other key risk areas such as operations, emergency response, environmental, sustainability, information technology, compliance and business continuity. The Risk Committee is chaired by the Chief Financial Officer.

The Audit Committee is responsible for oversight of the integrity of the Company's financial statements, including oversight of the guidelines, policies and controls that govern management's processes for assessing, monitoring and mitigating major financial risk exposures as well as compliance with laws and regulations. The Company's Disclosure Committee is responsible for ensuring accurate and appropriate financial statements including the inclusion of relevant risk factors. The Disclosure Committee is made up of individuals with key financial reporting roles and business areas throughout the

Company. The Governance, Environmental and Social Responsibility Committee is responsible for the oversight of compliance with various governance regulations of the SEC, the NYSE and other regulators, along with Trustee succession planning and oversight of the Company's policies and practices. The Executive Vice President and General Counsel reports on any changes in laws and regulations and recognized best practices as part of the annual review of Committee charters and the Board's Corporate Governance Guidelines and at Committee and Board meetings. The Board of Trustees administers its compensation risk oversight function primarily through its Compensation Committee. The process by which the Board and the Compensation Committee oversee executive compensation risk is described in greater detail within the Compensation Discussion and Analysis section.

Cyber and Physical Security Risk

The Company's policies and practices continue to allow it to protect its cyber and operational assets. At the same time, the Board and its Committees continue to provide substantial and focused attention to cyber and system security. Comprehensive cyber security reports are provided and discussed at each meeting of the Finance Committee, which has primary responsibility for cyber and system security oversight at the Committee level. These reports are provided to all members of the Board and are discussed by the Board at the time the Finance Committee Chair reports on the Committee's meetings. The reports focus on the changing threat landscape and the risks associated with the Company, describe cyber security drills and exercises, any attempted breaches, cyber incidents within the utility industry and all over the world, and mitigation strategies, including insurance. In addition, assessments by third-party experts of cyber and physical security risks to the utility industry and the Company in particular are provided periodically. The Company regularly reviews and updates its cyber and system security programs and the Board and its Committees continue to enhance their strong oversight activities, including joint meetings of the Audit and Finance Committees, at which cyber and system security programs and issues that might affect the Company's financial statements and operational systems are discussed by both Committees with financial, information technology, legal and accounting management, other members of the Board, representatives of the Company's independent registered public accounting firm, and outside advisors and expert speakers.

Sustainability/ESG/Climate Risk

Conducting our business with integrity and in a socially and environmentally responsible manner earns the trust of our customers and shareholders, attracts and retains talented employees, and demonstrates our shared responsibility of preserving the natural environment. Sustainability is embedded into how we conduct our business today and for future generations, with ESG initiatives integrated into the policies and principles that govern our Company. We strive to meet the evolving ESG expectations of our shareholders, customers, employees, regulators and the communities we serve through our commitment to sustainability, with environmental justice and equity considered in our decision making.

An important example of our continued leadership includes our ambitious GHG emission reduction initiatives. In 2019, we established a goal to have our operations be carbon neutral by 2030. In December 2023, we submitted an application to the Science Based Target initiative (SBTi) seeking validation of a broader GHG target, which will expand our emission reduction efforts and include indirect Scope 3 sources. This new target and related initiatives support aggressive state and regional emission reduction goals while we maintain our commitment to top-tier reliability, superior customer service and effective corporate governance. We are continuously expanding access to renewable energy for our region, provide a nationally-renowned energy efficiency program to our customers, and remain focused on driving strong ESG performance. Our policies and programs have been recognized for their excellence throughout the industry and by independent trade groups, sustainability raters and the media.

- In 2023, we achieved our ESG performance target compared to our peer group assessed by two leading sustainability rating firms, with a combined end of year ranking placing Eversource in the top decile.
- We are members of the Sustainable Supply Chain Alliance, working to further embed sustainability throughout our supply chain.
- The 2023 awards and recognitions we received are further evidence of our leadership in corporate responsibility. For additional information on our awards, please see "2023 Sustainability/ESG" appearing in the Compensation, Discussion and Analysis section of this proxy statement.

Environmental Performance

Emission reductions, protection of natural resources and environmental accountability

Climate Leadership. Eversource recognizes that climate change is one of the greatest challenges facing the globe and that we have a responsibility to help mitigate the impacts. Reflecting on this importance, in December 2022, our Board of Trustees' Governance, Environmental and Social Responsibility Committee Charter was expanded to explicitly extend their oversight to include climate action and an annual review of progress against climate-related goals.

We routinely assess the physical and transitional impacts related to climate change to help ensure strong mitigation strategies are developed. Our assessment includes evaluating the impacts of more severe weather events, regulatory and financial risks and changing customer behavior. We are also pursuing climate-related opportunities that enable business success while serving the needs of our customers. We are working to reduce emissions in our operations and for the region through clean energy investments, energy efficiency programs, the pursuit of emerging technologies and enabling grid improvements to prepare for increased electrification of the energy sector. Programs for clean transportation, clean energy and climate investments also offer opportunities to Eversource and our communities to bring projects to our area that will reduce GHG emissions throughout the region and help mitigate the impacts of climate change, while also providing job creation and economic benefit for the region.

We take measures to prepare for and manage the potential effects of climate change and severe weather, including:

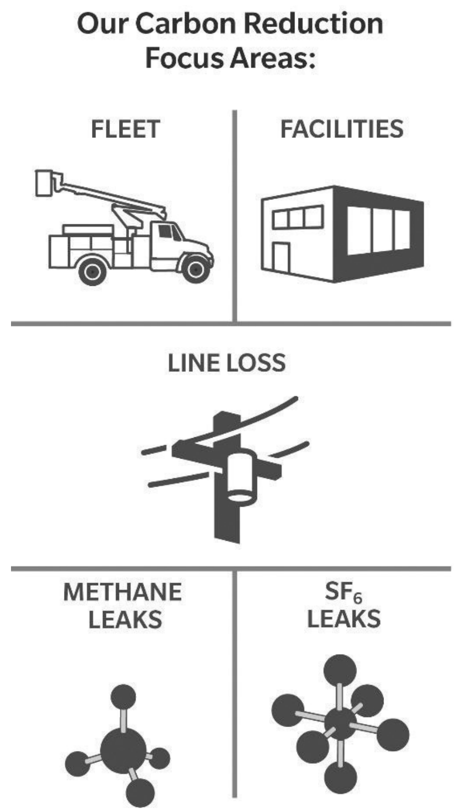
- Risk management
- Overhead and electrical hardening
- Distribution automation
- Environmentally responsible vegetation management
- Resiliency of infrastructure including designing for flood-prone areas

Our employees are committed to ensuring that our comprehensive emergency preparedness and resiliency plans help us to keep our communities safe and provide our customers with timely and accurate restoration information during extreme weather events.

Maintaining the reliability of our system is an ongoing focus. We are evaluating infrastructure needs and engaging external leaders to support changing customer expectations, the integration of renewable energy, and the implementation of evolving technologies.

Carbon Neutral Goal by 2030. Since 2019, we have been focused on an ambitious goal to reduce our GHG footprint and reach carbon neutrality in our operations by 2030. This goal addresses our Scope 1 and Scope 2 emissions and has been overseen by a dedicated Oversight Committee comprised of cross-functional company leaders. Subcommittees have focused on pursuing reductions in our operational emissions by improving efficiency and implementing emerging technologies, engaging our employees and external stakeholders in the development and implementation of innovative strategies, and investigating opportunities to offset emissions that cannot be avoided.

We are working toward this goal by focusing on reducing emissions in five key operational areas:



- Line loss, or the energy lost when power is transmitted and distributed across our electric system, is largely being addressed by supporting state and regional efforts that are enabling a cleaner mix of energy in the grid thereby reducing the carbon intensity of line loss. In addition, improving efficiencies in our transmission infrastructure is also helping reduce these physical losses.
- Our natural gas distribution system, by replacing aging steel and cast-iron pipes to reduce methane leaks, and exploring innovative solutions.
- Our facilities, by increasing our use of renewable energy and RECs purchased from suppliers while implementing

measures that will lower our energy use, such as efficient lighting installation and control system upgrades.

- Our company vehicle fleet, by reducing emissions from fuel consumption through continued adoption of hybrid vehicles and alternative fuel sources as substitutes for diesel and gasoline.
- Our maintenance practices, by implementing ways to reduce leaks of sulfur hexafluoride (SF_6), a potent GHG commonly used as an insulator in electric equipment, in addition to adopting innovative solutions to replace this gas with less carbon-intensive alternatives.

In 2023, we built on this strong foundation of emission reductions by submitting an application to the SBTi seeking validation of a broader GHG target aligned with limiting global warming to 1.5 degrees Celsius (equivalent to 2.7 degrees Fahrenheit). This target will address indirect Scope 3 emissions (primarily customer emissions) in addition to Scope 1 and 2 emissions.

As we look to continue advancing our climate leadership including the new SBT work, we are also evaluating options to further enhance our governance structure to help ensure direct and effective oversight is in place from the sub-committee level to executive management and up to the Board's Governance, Environmental and Social Responsibility Committee.

Unlike many electric utilities that operate large fossil fuel generation fleets, Eversource's Scope 1 and Scope 2 emissions are small contributors to our region's GHG emissions and our current generation is limited to only solar generation. Our planned clean energy and infrastructure investments will contribute significantly to reducing the carbon footprint of our service territory and our 4.4 million customers, while supporting regional goals addressing climate change. Our strategy is rooted in being a principal catalyst for decarbonizing the New England grid with renewable energy sources, like wind and solar power — both of which will play an important role in our region's clean energy future.

Energy Efficiency. Energy Efficiency and active demand management strategies remain a core service offering for Eversource customers to reduce their energy use and lower their carbon footprint.

- Eversource invested approximately $660 million in energy efficiency and related services during 2023. Energy efficiency, electric mobility, and demand response strategies continue to be the most cost-effective and impactful way that we can fight climate change. This investment helped our customers avoid lifetime GHG emissions of over 2.9 million tons.
- The Energy Efficiency team continues to demonstrate leadership and evolve the programs offered under statewide efficiency brands Energize Connecticut℠, Mass Save® and NHSaves®. As each state addresses a growing demand for electrification and decarbonization strategies, the Energy Efficiency team provided rebates for over 18,700 residential heat pumps in 2023, more than double 2022. In 2023, the Massachusetts Heat Pump Installer Network also achieved a significant milestone, exceeding 1,600 participating contractors.
- Across all three states, the ConnectedSolutions active demand response program continued to grow, with over 60,000 residential and 331 commercial customers enrolled, and roughly 200 MW actively dispatched. In 2023, the thermostat program grew by 27 percent and the battery program grew by 21 percent. ConnectedSolutions again successfully curtailed approximately 190 MW of load during the 2023 ISO-NE ICAP hour, reducing demand rates across the ISO-NE system.
- Transportation remains one of the largest contributors to GHG emissions in the United States and our EV charging programs in Connecticut and Massachusetts are an important part of our clean energy initiatives. In Massachusetts, the Electric Mobility team initiated a second phase of our EV Make Ready program that continues the work of supporting publicly available commercial charging stations while also expanding to support new customer segments, including residential and large multifamily. Since the onset of the new phase in early 2023, our program has helped energize over 600 charging ports, 50 percent of which are available for public use and more than 60 percent are in environmental justice communities. Interest also remains high in our Connecticut EV charging offerings, especially among multifamily properties, which tripled their initial estimates for reserved ports since the program began. Since the launch of the program, our incentives have helped energize over 1,600 charging ports, more than 60 percent of which are in underserved communities. Additionally, we expanded our managed charging offer in 2023 to give customers an easier way to participate through automated scheduled charging.
- We continue to provide a nation-leading, comprehensive set of customer-facing services that provide energy saving solutions, carbon reduction strategies and cost savings to all of our customer classes: residential, municipal, commercial, and industrial.

Natural Gas. We continue to reduce methane emissions within our natural gas service territories and to actively pursue methods to decarbonize the heating sector in support of regional goals.

- We remain focused on the replacement of aging bare-steel and cast-iron natural gas pipelines to enhance safety, reliability and minimize the release of methane emissions into the atmosphere.

- In 2020, we received approval to pilot a networked geothermal system within our eastern Massachusetts gas service territory as an alternate, low-emission thermal solution to meet our customers' energy needs. A neighborhood in Framingham, Massachusetts with a mix of residential and commercial customers was selected and field work began in 2022. Construction began in June 2023 and the work is planned to be completed with commissioning later in 2024. For more information please visit: https://www.eversource.com/content/residential/save-money-energy/clean-energy-options/geothermal-energy
- We are actively participating in proceedings across our natural gas service territories in Connecticut and Massachusetts on the future of natural gas and are pursuing promising technologies that include geothermal, as well as other decarbonized options as potential alternatives to traditional natural gas and other carbon-emitting energy sources.

Water. Eversource is committed to the protection of water resources through conservation, water quality management and stewardship of water resources.

- Our water delivery subsidiary, Aquarion Company, administers conservation programs to help ensure that local water supplies remain sufficient for critical needs such as human consumption and fire protection. Long-range initiatives are underway to help ensure the reliability of our sources of supply into the future.
- Aquarion's reservoirs are surrounded by more than 22,000 acres of forest, which serve as both a critical safeguard and an invaluable natural resource. In 2022, we continued assessing the biological condition of our watershed forests as part of an ongoing effort to increase forest resilience through active forest management.
- Aquarion continually conducts site inspections and monitors land use activities and water quality at hundreds of locations throughout our watershed and aquifer areas.

Environmental Stewardship. We take great care with conservation measures, preserving and promoting biodiversity, and responsibly managing natural/working lands and cultural resources.

- Our focus on protecting environmentally sensitive areas within our rights-of-way helps us to minimize impacts to sensitive species and resource areas.
- Our vegetation management program balances the needs of our customers and communities with the goal of providing reliable electric service, while monitoring and enhancing biodiversity of forested and early successional habitat near our power lines.
- Eversource partners with State Historic Preservation and Tribal Historic Preservation offices to identify and protect cultural resources within our rights-of-way.
- We continue to manage the Eversource Land Trust to protect open space and wildlife habitat, while continuing to educate stakeholders on the variety of species protection measures.

Transparency and Accountability. We hold ourselves accountable for the impact our business might have on the environment, meeting and in some cases exceeding compliance with environmental laws and regulatory commitments and requirements where appropriate. Along with our Environmental Policy, we have formal procedures in place to help ensure environmental compliance. Environmental training is provided to employees based on job function. Legal and Environmental teams meet quarterly to review and address compliance risk and issues, and we take into account environmental justice and equity in our decision making.

- We strive to proactively work with customers, community members, environmental groups, regulatory agencies, and civic and business partners to review planned work and promote transparent operations.
- Our employees, as well as vendors, suppliers and contractors, are expected to adhere to environmental laws as stated in our Code of Business Conduct, Supplier Code of Conduct and procurement process.
- We are committed to tracking and monitoring our progress through a set of metrics that are reviewed monthly by executive leadership, and we work every day to help ensure that our operations focus on environmental protection.

Social Responsibility

Actions that care for people and engage stakeholders

Diversity. We continued to support a multitude of programs and agencies that address racial and ethnic disparities in our customers' communities and beyond. We also remain committed to developing a workforce that fully reflects the diversity of the people and communities we serve. Our hiring and talent practices emphasize diversity, equity, and inclusion, and we encourage employees to embrace different people, perspectives, and experiences in our workplace and within our communities — regardless of their race, color, religion, national origin, ancestry, sex, gender identity, age, disability, marital status, sexual orientation, active military or veteran status. We sustained our successful drive to increase workforce diversity and build a talent pipeline; in 2023, 55.9 percent of our external hires were women and/or people of color, and 48.1 percent of external hires and internal promotions into leadership roles were women and/or people of color.

Eversource is a signatory to the CEO Action for Diversity & Inclusion Pledge™ to advance diversity, equity and inclusion in the workplace, as well as a member of the Paradigm for Parity coalition, committed to addressing gender parity. We offered a variety of programs, events, activities and discussions focused on diversity, equity and inclusion, to provide employees with education and experiences to further emphasize messages of racial and social justice. We held listening sessions with our business resource group leaders, who provided valuable input to address concerns during an ever changing and challenging year. We held a highly-attended Day of Understanding virtual event to celebrate Juneteenth and followed this with discussions in business groups.

In addition, we hosted monthly conversations in our D&I multicultural book club and held signature learning events to celebrate Black History Month, Hispanic Heritage Month, and Asian American Month, focusing on the history, contributions, and current challenges of each group. An example of our commitment to promote equity and diversity in our communities, is our investment in Girls With Impact, a business and leadership program that funds scholarships for under-resourced young women in Connecticut and Massachusetts. Our investment is over $350,000 and will fund approximately 580 scholarships. In response to the continuing calls for racial, social and environmental justice, and our strong commitment to embedding a "pro-equity" lens into our daily work practices, decisions and processes, our Vice President of Corporate Citizenship, Equity, and Environmental Justice built a team to continue operationalizing equity across Eversource, which included offering Equity Fundamentals training for all employees. As of December 31, 2023, 100 percent of employees have been trained since this training was launched in October of 2022. We also continued to develop tools, provide resources, and promote our equity framework to ensure stronger equity, accountability and fairness in our daily practices, processes and interactions with our customers and communities.

Additionally, understanding the value and power of listening and engaging with other stakeholders to gain authentic perspectives and guidance on equity and environmental justice issues, we hosted conversations with environmental experts and participated in industry working group discussions.

We also developed a full 2022 DE&I Report, which detailed our many DE&I initiatives, programs, goals, successes, challenges and progress to date.

Employees. Eversource recognizes that our employees are our most valuable asset. We have developed strategic workplans as part of the annual business and workforce planning process to address immediate and long-range needs to ensure that we acquire, develop, and retain excellent talent. Both in-person and virtual learning and development opportunities were provided to employees, including the continuation of a career management series and a new hire networking series with executive overviews. Programs and tools were provided to managers to support hybrid work arrangements and business, leadership, and technical programs were offered to support the workforce. Employee development programs were aligned to the strategic workforce plan to support succession within all levels of the organization. Growth Opportunities for Leadership Development (GOLD) provided development for recent college graduates and was expanded to include employees new to the utility industry. The Transmission Training, Substation and Transmission Line Engineering Development, New Supervisor, Safety, Gas, and Transmission Cohort programs promoted educational and professional development opportunities for recent college graduates. Tuition assistance programs, paid internships, co-ops, and other pipeline development programs continued to ensure progress in future workforce technical skills and competencies. Targeted training, development, and educational opportunities were offered to our high potential employees to ensure their continued growth and development as future leaders. Thought provoking stretch assignments, high impact cross-functional team memberships, senior management interaction and exposure, targeted coaching and feedback, and diverse learning experiences that promote interdependent thinking and embrace alternative perspectives, while building teamwork and collaboration, represent core components of our key talent development program.

Additionally, we leveraged educational partnerships within the diverse communities we serve in critical trade and technical areas and have developed proactive sourcing strategies to attract experienced workers in highly technical roles in areas like engineering, electric and gas operations, and energy efficiency. As part of this process, we strengthened college partnerships to increase our pipelines for diverse talent. This included a focused effort to engage diverse candidates providing intern and post graduation opportunities. Eversource also provides employees with fair pay, comprehensive benefits, and a variety of field and classroom training opportunities throughout their careers to support their ongoing success on the job.

Human Capital. As the industry faces a major depletion of its workforce, Eversource has had to adapt in how we recruit newly skilled employees. Nearly half of existing utility workers are nearing retirement age, and many years of training are required to replace these individuals. Strategic workforce plans are developed every year as part of the annual business planning process to identify long-range needs to ensure that we acquire, develop and retain diverse, capable talent. Eversource continuously looks for innovative ways to replenish the workforce by expanding and changing programs to meet business needs and specifically building a pipeline of individuals who are technically oriented, with an interest in career advancement.

Employee Engagement is important to us. We know that companies that have engaged employees deliver great customer service to their customers. Learning and development programs and opportunities are aligned to best virtual and/or in-person delivery methods and feedback and data is collected to measure effectiveness. Embedded in our Employee Engagement Survey are questions to gauge our level of employee engagement, and help us determine the most effective actions to foster a workplace where employees are committed to going above and beyond for our customers and will remain with the organization. We conduct frequent Employee Engagement Surveys and supplemental pulse surveys to measure progress on our employee engagement index to identify areas of high performance and areas of opportunity. We regularly pulse our employees for their perspectives through our employee online community, listening sessions with BRGs, pulse surveys, and employee meetings. This feedback helps inform our response to needs that employees have around productivity, customer-centricity and work expectations.

Our employees are also engaged shareholders; approximately 13,000 active and retired employees owned 2.7 percent of our outstanding common shares through the Eversource 401K Plan as of December 31, 2023. Additionally, more than 660 employees are currently enrolled in Eversource Energy's Dividend Reinvestment and Share Purchase Plan and buy common shares automatically through payroll deduction each month.

Reliability & Resiliency. Eversource continues to make significant investments in projects and upgrades to modernize our electric system, which enhances reliability for our customers, makes the electric grid more resilient to extreme weather events, and provides greater access to new renewable power sources. This enables the region to accelerate retirements of older, higher emission coal and oil-fueled power plants, and creates a more reliable and efficient electric grid that will help meet aggressive GHG reduction goals.

- We are evolving our analytics and automation practices on our distribution systems to reroute and restore service to our customers as quickly as possible. We are investing in technologies to enhance the ability of the electric system to incorporate solar, demand response, energy storage and other distributed energy resources, while continuously improving the safety, security, reliability, resiliency, cost effectiveness of our electric delivery infrastructure and encouraging customer engagement.
- Eversource recently filed an ESMP with the DPU that includes foundational investments to increase electrification headroom by 180 percent, providing capacity to enable 2.5 million EVs statewide, 1 million residential air-source heat pumps, and 5.8 GW of distributed energy resource (DER) hosting capacity, as well as comprehensive resiliency plan for vulnerable areas of the system. As part of ESMP, Eversource included a $225 million plan to harden the system proactively to enable it to withstand more weather events and reduce restoration times and frequency of when interruptions happen. The plan introduces targeted hardening to address grid vulnerabilities with reconductoring, undergrounding and vegetation.
- Eversource also conducted a tri-state climate vulnerability study that assessed climate hazards relevant to the New England area. Climate hazards were projected out to 2050 and 2080 under multiple scenarios and downscaled to high granularity. Eversource is currently in the process of assessing how these results will impact its planning, operations and standards.
- Eversource is implementing an approved program in Massachusetts that includes investment in advanced sensing and monitoring, distribution automation, advanced voltage management, and load flow modeling software.
- The Company is also actively participating in regulatory proceedings in Connecticut and New Hampshire to expand the impact of further investments in grid modernization to all Eversource electric distribution customers.

Our Communities. Eversource is committed to the health and economic well-being of the residents, businesses and institutions of Connecticut, Massachusetts, and New Hampshire.

- In 2023, we provided $6.8 million in grants and other local support to nonprofit organizations and charitable regional activities across our tri-state service area.
- In 2023, our employees devoted over 31,000 hours to volunteerism and maintaining strong partnerships with key community organizations across New England, including our continued support of the Eversource Walk for Boston Children's Hospital, the Mass General Cancer Center Eversource 5K Run-Walk, the Eversource Hartford Marathon, the Eversource Walk and 5K Run for Easterseals New Hampshire, Travelers Championship, and Special Olympics in Connecticut and New Hampshire.
- In Connecticut, Eversource supported a variety of economic and community development projects through the purchase of state tax credits. The Community Relations Team worked closely with the State Historic Preservation Office, the Connecticut Housing Finance Authority, the Department of Revenue Services, and numerous municipalities and nonprofit organizations. This initiative supports our communities through historic preservation, increasing affordable housing, and investing in the energy efficiency efforts of the nonprofit

community. For the calendar year 2023, Eversource purchased approximately $27 million in total tax credits.

Governance

Effective leadership, financial stability and strong ethics

The Governance, Environmental and Social Responsibility Committee of the Board of Trustees is responsible for oversight of the Company's management of environmental, social and governance (ESG) matters, including primary oversight responsibility for climate action, environmental, human capital management and social responsibility programs and performance. The Committee meets at least three times per year, and beginning in 2023, it included an annual review of progress against climate-related goals and metrics to achieve those goals.

Sustainability is embedded into our governance processes, and Board level oversight of ESG is reflected in many of the financial, operational and sustainability/ESG accomplishments outlined in the Compensation, Discussion and Analysis section of this proxy statement. Our risk management, long term strategy development and ethical business practices not only ensure the sustainability of our business but are critical to our commitment to providing superior customer service and supporting our communities.

Our Executive Vice President, Corporate Relations and Sustainability works with executive-level management from key ESG areas and oversees our Sustainability Steering Committee, which engages with operational and business partners to develop and manage strategic priorities, oversee GHG emission reduction initiatives, set sustainability goals and coordinate sustainability reporting. Our Sustainability Steering Committee meets regularly throughout the year to assess current practices and identify improvement opportunities.

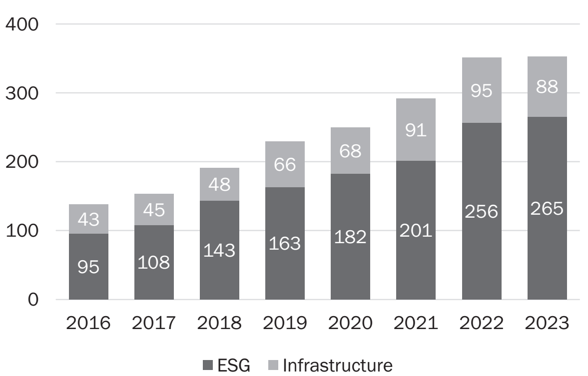
- The Governance, Environmental and Social Responsibility Committee has primary oversight of ESG and reports each meeting to the Board of Trustees, who receive all Committee presentation materials. At its December 2021 meeting, the Committee received a comprehensive presentation on the Company's ESG policies, programs, accomplishments and upcoming plans. As outlined in the "Board's Oversight of Risk" section of this proxy statement, the Finance Committee is responsible for oversight of the Company's ERM program, which utilizes a well-defined enterprise-wide methodology designed to allow executives to identify, categorize, prioritize, and mitigate principal risks to the Company. In addition to known risks, the ERM program identifies emerging risks and considerations including sustainability and climate change.
- Key performance metrics that focus directly on ESG, including sustainability, safety, diversity and inclusion, customer experience, and clean energy strategic projects, are periodically reported on at management presentations.
- The Compensation Committee includes safety, diversity and sustainability/ESG performance goals to measure our executive compensation performance.
- Similar reports and presentations are made to our Board of Trustees on an ongoing basis, which along with the Committee, actively participates and includes ESG implications and considerations as part of their oversight activities and responsibilities.

Corporate and Compensation Governance. We remain committed to effective corporate governance and executive compensation standards.

- We continue to expand the diversity of our Board of Trustees and it continues to be one of the most diverse, as the number of women and minorities exceeds the average of the boards of the S&P 500 companies, with women constituting more than 30 percent of the Board and ethnic diversity also constituting more than 30 percent of the Board.
- Our governance standards include: majority of outstanding shares Trustee election requirement, board and committee self-assessment and refreshment mechanisms, proxy access, mandatory trustee retirement age, and a vigorous shareholder engagement program.
- Our executive compensation governance program includes share ownership and holding requirements for Trustees and executives, an expanded clawback policy, broad hedging and pledging prohibition, and double-trigger change in control agreements.

Sustainable Investment Opportunity. Eversource has actively sought investment from socially responsible investment funds for the past several years.

Number of ESG & Infrastructure Funds Holding ES Shares



As of the end of 2023, Eversource shares were held by 265 funds based in North America, Europe, Australia and Asia that are either dedicated socially responsible funds or part of a family of funds that screen companies for ESG attributes before certifying them for investment. Many of these funds exclude a number of U.S. electric utilities from their portfolios, particularly if coal represents a significant source of electric generation. We consider our sustainability profile to be a competitive advantage in attracting equity capital. Eversource shares are also increasingly held by infrastructure funds, many of which have a focus on renewable energy and utility companies focused on decarbonization.

Eversource has committed to helping our region reduce GHG emissions, including through investments in renewable energy with our partner Ørsted, the world's leader in offshore wind development. While Eversource is pursuing a sale of our 50 percent interest in our offshore wind partnership with Ørsted, we will remain a key player in connecting renewable energy sources to the electric grid.

Shareholder Engagement

We continued to grow our shareholder engagement program, whereby we engage throughout the year with our shareholders, participating in meetings, most of them virtual, with both our investors' financial teams and their corporate governance and ESG specialists. In 2023, we again reached out to shareholders holding a substantial majority of our total outstanding shares. Some of our shareholders responded to us noting that they were aware of our governance, social responsibility, and compensation policies and practices, and did not feel a call or virtual meeting was necessary. Approximately twelve institutional holders requested or responded to our invitation for a virtual meeting to discuss ESG topics. Eversource representatives who attended these meetings over the past twelve months have included a recent meeting attended by our Lead Independent Trustee, while all meetings included our investor relations executive and/or our Secretary. At the meetings, we provided our shareholders with written information prior to the meetings that summarizes our financial performance; ESG, climate change and sustainability programs, policies, and accomplishments, including our decision to set a Science-Based Target; and overall corporate governance and executive compensation policies and practices; the sessions themselves vary according to the issues that are of greatest interest to our holders. Further information is available to all investors on our website in a presentation entitled "Eversource: A Sustainable Investment Opportunity." Meeting topics have included enterprise risk, Board member refreshment, Board self-assessments, various governance-related provisions contained in our Declaration of Trust, Corporate Governance Guidelines and Committee charters, stock incentive plan metrics, and Board and workplace diversity. A significant part of the discussions in 2023 continued to focus on ESG and climate change, including our Company's multi-faceted clean energy initiatives and carbon reduction efforts and our ambitious 2030 carbon neutrality goal. We also continued our active year-round program, which in 2023 included 214 meetings with our institutional investors that included a member of senior management. Eversource continues to attract interest from ESG focused shareholders and others as an especially attractive socially responsible investment.

Political Activity

We believe it to be in the best interest of Eversource and its shareholders, customers, employees and the communities we serve for us to participate in the political process where appropriate and legally permissible.

Our political activity is very limited. We do not use any corporate funds to contribute to political parties or candidates. This prohibition includes independent political expenditures made in direct support of or in opposition to a campaign and payments made to influence the outcome of ballot measures. We do participate in the process through our membership in utility industry trade associations and related organizations, lobbying elected and appointed officials and administering our employee led political action committees. Decision-making, governance and oversight processes are in place to ensure such contributions and expenditures are legally permissible and in the best interests of Eversource Energy and its stakeholders.

We have in the past also contributed or paid dues to a very small number of national and state governors' associations and state and local economic and community organizations, with whom we partner to advance the interests of the communities where we provide service. All contribution decisions are based on advancing these interests, and not on the personal preferences of our executives or any other persons or interests.

Any expenditures made by Eversource are made in accordance with and subject to all limitations and conditions of laws, rules and regulations. Contributions and dues payments are reviewed by the Company's Legal Department and/or Chief Compliance Officer and are coordinated with internal legislative and community affairs managers. We also support the individual rights of Eversource employees to participate in the political process; however, we do not reimburse employees for any political contributions or expenses.

All requests for contributions or other expenditures to be made by Eversource Energy to a political organization or membership in a trade association are required to be submitted to at least one senior executive officer for review and approval, who are required to confirm that the proposed contribution or expenditure is in the best interests of Eversource and its stakeholders, and that any requested contribution or expenditure complies with all applicable laws, rules and regulations, and the policy.

Eversource Energy and its lobbyists file reports with the U.S. Congress on a regular basis disclosing information about their lobbying activities. These reports are available for review on the websites of the U.S. House of Representatives and the U.S. Senate, as noted below.

Eversource also files lobbyist reports in Connecticut, Massachusetts, New Hampshire and New York, and any lobbyists that the Company works with in New Hampshire also file individual reports that identify their clients.

Senior executives report on political activities and expenditures at least annually to the Governance, Environmental and Social Responsibility Committee, which reviews and oversees the Company's political activity and this policy.

Written reports of dues paid and expenditures made to political organizations, trade associations and other qualified organizations, along with lobbyist reports are provided to the Governance, Environmental and Social Responsibility Committee and to the full Board of Trustees, and a summary of the report disclosing all such dues paid and expenditures is posted on the Company's website along with our policy. Our current Zicklin Index rating, as published by the Center for Political Accountability, a recognized overseer of corporate political activity and policy, remains at 90 percent, placing us in the highest category, "Trendsetter in Political Disclosure and Accountability."

Eversource encourages its employees to be active members of their communities. Along with participation in civic, charitable and volunteer activities, this includes participation in the political process. Eligible employees may make voluntary contributions to our employee administered Political Action Committees. All contributions made by the PACs are approved by the PAC Steering Committees and are publicly disclosed.

Our complete Political Activity Policy, which includes all Company contributions made over the past five years, is available on our website at https://www.eversource.com/content/general/about/investors/corporate-governance/political-activity-policy.

Trustee Independence

We have adopted Corporate Governance Guidelines incorporating independence standards that meet the listing standards of the NYSE. In addition, we have adopted an additional standard under which a charitable relationship will not be considered to be a material relationship that would impair a Trustee's independence if a Trustee serves as an officer or director of a charitable organization, and our discretionary charitable contributions to the organization, in the aggregate, do not exceed the greater of $200,000 or two percent of the organization's total annual charitable receipts or latest publicly available operating budget. The Corporate Governance Guidelines are available on our website at https://www.eversource.com/Content/residential/about/investors/corporate-governance/guidelines and the Trustee Independence Guidelines are available on our website at https://www.eversource.com/Content/residential/about/investors/corporate-governance/board-independence-guidelines.

The Governance, Environmental and Social Responsibility Committee conducts an annual review of the independence of the members of the Board, including all nominees, and reports its findings to the full Board. Applying the Corporate Governance Guidelines, the Committee, assisted by legal counsel, reviews and considers relationships and transactions between Eversource Energy, its affiliates and subsidiaries, and each Trustee, entities affiliated with him or her, and/or any member of his or her immediate family. The Committee also reviews Eversource Energy's charitable donations to organizations in which the Trustees or their immediate family members serve as officers or directors. Similarly, the Committee examines relationships and transactions between each Trustee and our independent registered public accounting firm as well as entities associated with our senior management. The Committee determined on January 31, 2024 that none of these relationships was material to the nominees for Trustee or likely to impair the independence of any of the nominees for Trustee.

The Board of Trustees separately considered that the utility operating company subsidiaries of Eversource Energy provide electric service, natural gas service or water service to the residences of Trustees and/or companies with which some of the Trustees are associated. These utility services are provided in the ordinary course of business, on an arm's length basis and pursuant to rates determined by the applicable public utility commission and available to all similar customers of the utility. The Board has determined that relationships that exist solely due to an individual or entity purchasing electric service, natural gas service or water service from any of the utility operating company subsidiaries of Eversource Energy in the ordinary course of business, on an arm's length basis and pursuant to rates determined by the applicable public utility commission, are immaterial to the independence of the Trustees.

On January 31, 2024, based on the recommendation of the Governance, Environmental and Social Responsibility Committee following its review, the Board of Trustees affirmatively determined that each of the Trustees, with the exception of Mr. Nolan our Chairman, President and Chief Executive Officer, satisfied the independence criteria (including the enhanced criteria with respect to members of the Audit and Compensation Committees) set forth in the current listing standards and rules of the SEC and the NYSE and under our Corporate Governance Guidelines.

Related Person Transactions

The Board of Trustees has adopted a Related Person Transactions Policy, which is administered by the Governance, Environmental and Social Responsibility Committee. The Policy generally defines a Related Person Transaction as any transaction or series of transactions in which (i) Eversource Energy or a subsidiary is a participant, (ii) the aggregate amount involved exceeds $120,000 and (iii) any Related Person has a direct or indirect material interest. A Related Person is defined as any Trustee or nominee for Trustee, any executive officer, any shareholder owning more than five percent of our total outstanding shares, and any immediate family member living in the same household of any such person. The Board has determined that the provision of utility services noted in the previous section does not constitute a Related Person Transaction for the same reasons as those reviewed in the previous section's discussion of independence. Management submits to the Governance, Environmental and Social Responsibility Committee for consideration any proposed Related Person Transaction. The Governance, Environmental and Social Responsibility Committee recommends to the Board of Trustees for approval only those transactions that are in our best interests. Related Person Transactions are also considered in light of the requirements set forth in our Code of Business Conduct, including the Conflicts of Interest Policy, and our Code of Ethics for Senior Financial Officers. If management causes us to enter into a Related Person Transaction prior to approval by the Committee, the transaction will be subject to ratification by the Board of Trustees. If the Board determines not to ratify the transaction, then management will make all reasonable efforts to cancel or annul such transaction. On January 31, 2024, based on facts of which we are aware, as reported on the Trustees questionnaires completed by each Trustee and on reviews of all transactions involving the Company and all Related Persons conducted by both management and our independent registered public accounting firm, and after applying the NYSE Listing Standards and the Trustee Independence Guidelines, the Board of Trustees determined that none of the Eversource Related Persons, including the Trustees, has a direct or indirect material interest in any transaction involving the Company or its subsidiaries.

The Code of Ethics and the Code of Business Conduct

We have adopted a Code of Ethics for Senior Financial Officers (Chief Executive Officer, Chief Financial Officer and Controller) and a Code of Business Conduct which include requirements applicable in whole or in part to all of the Trustees, directors, officers, employees, contractors and agents of Eversource Energy and its subsidiaries. The Code of Ethics is available on our website at https://www.eversource.com/Content/residential/about/investors/corporate-governance/code-of-ethics-for-senior-financial-officers, and our Code of Business Conduct is available on our website at https://www.eversource.com/Content/docs/default-source/Investors/Code_of_business_conduct. You may obtain a printed copy of the Code of Ethics and the Code of Business Conduct, without charge, by contacting our Secretary at the address set forth on page 87 of this proxy statement. Any amendments to or waivers under the Code of Ethics or the Code of Business Conduct will be posted to our website at https://www.eversource.com/Content/residential/about/investors/corporate-governance.

Communications from Shareholders and Other Interested Parties

Interested parties, including shareholders, who desire to communicate directly with the Board of Trustees, the non-management Trustees as a group, or individual Trustees, including the Lead Independent Trustee, Mr. Van Faasen, should send written communications in care of our Secretary at the mailing address set forth on page 87 of this proxy statement. The Secretary will review each communication and forward all communications that properly identify the sender to the intended recipient or recipients, other than those relating to billing and service issues, which are forwarded directly to a specialized team for resolution.

Securities Ownership of Certain Beneficial Owners

The following table provides, as of February 28, 2024, information as to persons who are known to us to beneficially own more than five percent of the common shares of Eversource Energy. We do not have any other class of voting securities.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, Pennsylvania 19355	45,464,021[(1)]	13.02%[(1)]
BlackRock, Inc. 55 East 52nd Street New York, New York 10055	37,039,481[(2)]	10.6%[(2)]
State Street Corporation State Street Financial Center One Lincoln Street Boston, Massachusetts 02111	27,687,799[(3)]	7.93%[(3)]

(1) Based solely on a Schedule 13G/A filed with the SEC on February 13, 2024, reporting that as of December 31, 2023, The Vanguard Group, Inc. had the shared power to vote or direct the vote of 601,454 common shares, the sole power to dispose or direct the disposition of 43,798,012 common shares, and the shared power to dispose or direct the disposition of 1,666,009 common shares.

(2) Based solely on a Schedule 13G/A filed with the SEC on January 24, 2024, reporting that as of December 31, 2023, BlackRock, Inc. had the sole power to vote or direct the vote of 33,598,406 common shares and the sole power to dispose or direct the disposition of all of these common shares.

(3) Based solely on a Schedule 13G/A filed with the SEC on January 29, 2024, reporting that as of December 31, 2023, State Street Corporation and certain subsidiaries had the shared power to vote 19,981,011 common shares and the shared power to dispose of 27,621,301 common shares.

Common Share Ownership of Trustees and Management

The table below shows the number of our common shares beneficially owned as of February 28, 2024, by each of our Trustees and Named Executive Officers, as well as the number of common shares beneficially owned by all of our Trustees and executive officers as a group. We do not have any other class of voting securities. Together, these individuals beneficially own less than one percent of our outstanding common shares. The table also includes information about restricted share units and deferred shares credited to the accounts of our Trustees and executive officers under certain compensation and benefit plans. The address for the shareholders listed below is c/o Eversource Energy, 300 Cadwell Drive, Springfield, Massachusetts 01104.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)(2)
Gregory B. Butler	81,713(3)
Christine M. Carmody	49,957(3)
Cotton M. Cleveland	76,765
Francis A. Doyle	39,392(4)
Linda Dorcena Forry	11,307
James. W. Hunt, III	30,304(3)
Gregory M. Jones	10,243
Loretta D. Keane	4,737
John Y. Kim	30,953(5)
Kenneth R. Leibler	51,966
David H. Long	12,299
John M. Moreira	32,827(3)
Joseph R. Nolan, Jr.	191,082(3)
Daniel J. Nova	4,106
Werner J. Schweiger	220,995(3)(6)
William C. Van Faasen	57,651
Frederica M. Williams	23,098
All Trustees and Executive Officers as a group (21 persons)	1,015,339(7)

(1) The persons named in the table have sole voting and investment power with respect to all shares beneficially owned by each of them, except as noted below.

(2) Includes restricted share units, deferred restricted share units and/or deferred shares, including dividend equivalents, as to which none of the individuals has voting or investment power, as follows: Mr. Butler: 10,404 shares; Ms. Carmody: 6,640 shares; Ms. Cleveland: 72,000 shares; Mr. Doyle: 31,735 shares; Ms. Forry: 9,415 shares; Mr. Hunt: 15,131 shares; Mr. Jones: 10,243 shares; Ms. Keane: 4,737 shares; Mr. Kim: 15,953 shares; Mr. Leibler: 29,021 shares; Mr. Long: 12,299 shares; Mr. Moreira: 14,639 shares; Mr. Nolan: 127,490 shares; Mr. Nova: 4,106 shares; Mr. Schweiger: 97,800 shares; Mr. Van Faasen: 57,651 shares; and Ms. Williams: 23,098 shares.

(3) Includes common shares held as units in the 401k Plan invested in the Eversource Energy Common Shares Fund over which the holder has sole voting and investment power, as follows: Mr. Butler: 7,756 shares; Ms. Carmody: 6,461 shares; Mr. Hunt: 2,337 shares; Mr. Moreira: 6,001; Mr. Nolan: 22,926; and Mr. Schweiger: 739 shares.

(4) Includes 333 common shares held by Mr. Doyle's spouse. Mr. Doyle disclaims beneficial ownership of the common shares held by his spouse.

(5) Includes 15,000 common shares held in a trust in the name of Mr. Kim's spouse, of which Mr. Kim is the trustee.

(6) Includes 32,839 common shares held in a trust of which Mr. Schweiger is the trustee and beneficiary and 1,458 shares held in a custodial account for his grandchildren.

(7) Includes 610,603 unissued common shares. See note 2.

Trustee Compensation

The Compensation Committee periodically reviews the compensation of our non-employee Trustees and, when it deems appropriate and upon consultation with the Committee's independent compensation consultant, recommends adjustments to be approved by the Board of Trustees. The Compensation Committee recommends to the Board compensation for the Trustees based on competitive market practices for both the total value of compensation and the allocation of cash and equity. The Committee uses data obtained from similarly sized utility and general industry companies as guidelines for setting Trustee compensation. The level of Trustee compensation recommended by the Committee and approved by the Board enables us to attract Trustees who have a broad range of backgrounds and experiences.

Each non-employee Trustee serving on January 1, 2023 received a grant under the Company's Incentive Plan, effective on the tenth business day of the year, consisting of the number of restricted stock units (RSUs) resulting from dividing $165,000 by the average closing price of our common shares as reported on the NYSE for the 10 trading days immediately preceding such date and rounding the resulting amount to the nearest whole RSU. RSUs generally vest on the next business day following the grant. Non-employee Trustees may elect deferral or distribution of up to 100 percent vesting of their RSU grant, subject to satisfaction of the Trustee share ownership guidelines. The distribution of all common shares entitled to be received upon vesting, but not distributed immediately, is deferred until the tenth business day of January of the year following retirement from Board service. Any individual who is elected to serve as a Trustee after January 1 of any calendar year receives an RSU grant prorated from the date of such election and granted on the first business day of the month following such election.

2023 Trustee Compensation

Compensation Element	Amount
Annual Cash Retainer	$120,000
Annual Stock Retainer	$165,000
Board and Committee Attendance Fees	None
Annual Lead Trustee Retainer	$35,000
Annual Committee Chair and Vice Chair Retainer	$25,000 Audit Committee $20,000 Compensation Committee $15,000 Governance, Environmental and Social Responsibility Committee $15,000 Finance Committee $7,500 Audit Committee Vice Chair $7,500 Finance Committee Vice Chair*

* The Chair of the Finance Committee retired effective May 3, 2023. The Vice Chair of the Finance Committee was elected as Chair of the Finance Committee and the office of the Vice Chair was eliminated.

Annual cash retainers of $120,000 per Trustee, additional Committee Chair and Lead Independent Trustee cash retainers and annual RSU grants for service on the Board for 2023 based on the amounts above were paid as described in this section.

Pay Governance LLC provided the Compensation Committee with a review of competitive market practices and compensation in 2023 and the Committee determined that the current Trustee compensation would remain unchanged.

The share ownership guidelines set forth in the Company's Corporate Governance Guidelines require each Trustee to attain ownership of a number of common shares equal to a market value of at least five-times the then current annual cash compensation retainer for service on the Board. Trustees are required to defer or hold all shares awarded as annual stock compensation retainers until the guidelines have been met.

Prior to the year earned, each Trustee may also irrevocably elect to defer receipt of all or a portion of their cash compensation. Deferred funds are credited with deemed earnings on various deemed investments as permitted by the Company's Deferred Compensation Plan. Deferred cash compensation is payable either in a lump sum or in installments in accordance with the Trustee's prior election. There were no above-market earnings in deferred compensation value during 2023, as the terms of the Deferred Compensation Plan provide for market-based investments, including Company common shares.

Our Incentive Plan places a limit on the amount of total annual compensation that can be paid to any Trustee. When applicable, we pay travel-related expenses for spouses of Trustees who attend Board functions, but we do not pay tax gross-up payments in connection with any taxes on such expenses, nor do we pay pension benefits to our non-employee Trustees.

The table below sets forth all compensation paid to or accrued by each non-employee Trustee in 2023.

Trustee	Fees Earned Or Paid in Cash ($)[1]	Stock Awards ($)[2]	Total ($)
Cotton M. Cleveland	$135,000.00	$162,687.39	$297,687.39
James S. DiStasio[3]	67,500.00	162,687.39	230,187.39
Francis A. Doyle	145,000.00	162,687.39	307,687.39
Linda Dorcena Forry	120,000.00	162,687.39	282,687.39
Gregory M. Jones	120,000.00	162,687.39	282,687.39
Loretta D. Keane	127,500.00	162,687.39	290,187.39
John Y. Kim	133,750.00	162,687.39	296,437.38
Kenneth R. Leibler	120,000.00	162,687.39	282,687.39
David H. Long	120,000.00	162,687.39	282,687.39
Daniel J. Nova	70,000.00	97,573.68	167,573.68
William C. Van Faasen	175,000.00	162,687.39	337,687.39
Frederica M. Williams	120,000.00	162,687.39	282,687.39

(1) Represents the aggregate dollar amount of all fees earned or paid in cash, including annual retainer fees, Lead Independent Trustee and committee chair and vice chair fees. Also includes the amount of cash compensation deferred at the election of the Trustee. For the fiscal year ended December 31, 2023, Mr. Doyle, Mr. Kim and Mr. Nova each deferred 100 percent of their cash compensation and Mr. Jones deferred 45 percent of his cash compensation.

(2) Reflects the grant date market value, based on a closing price of $83.73 per share on January 17, 2023, of 1,943 RSUs granted to all Trustees (except Mr. Nova) on January 17, 2023, and which vested on January 18, 2023. For Mr. Nova, reflects the grant date market value based on a closing price of $71.64 per share on July 5, 2023, of 1,362 RSUs granted to Mr. Nova on July 5, 2023, and which vested on July 6, 2023. The number of RSUs granted to each Trustee was determined in accordance with the provisions set forth on the preceding page. The current non-employee Trustees held the following aggregate number of RSUs received as stock compensation, including dividend equivalents, at December 31, 2023: Ms. Cleveland: 66,370; Mr. DiStasio: 28,378; Mr. Doyle: 29,021; Ms. Forry: 8,594; Mr. Jones: 7,530; Ms. Keane: 2,023; Mr. Kim: 13,239; Mr. Leibler: 29,021; Mr. Long: 9,585; Mr. Nova: 1,393; Mr. Van Faasen: 19,610; and Ms. Williams: 21,622.

(3) Mr. DiStasio retired effective May 3, 2023.

Compensation Discussion and Analysis

This Compensation Discussion and Analysis (CD&A) provides information about our compensation principles, objectives, plans, policies and actions for our Named Executive Officers. The discussion describes the specific components used in our compensation programs and approach to executive compensation, how Eversource Energy measures performance, and how our compensation principles were applied to compensation awards and decisions that were made by the Compensation Committee for our Named Executive Officers, as presented in the tables and narratives that follow. While this discussion focuses primarily on 2023 information, it also addresses decisions that were made in prior periods to the extent that these decisions are relevant to the full understanding of our compensation programs and the decisions that were made regarding 2023 performance. The CD&A also contains an assessment of performance measured against established 2023 goals and additional accomplishments, the compensation awards made by the Compensation Committee, and other information relating to our compensation programs, including:

- ➢ Summary of 2023 Accomplishments
- ➢ Pay for Performance Philosophy
- ➢ Executive Compensation Governance
- ➢ Named Executive Officers
- ➢ Overview of Our Compensation Program
- ➢ Market Analysis
- ➢ Mix of Compensation Elements
- ➢ Results of 2023 Say on Pay Vote
- ➢ Elements of 2023 Compensation
- ➢ Risk Analysis of Executive Compensation Program
- ➢ 2023 Annual Incentive Program Assessment
- ➢ Long-Term Incentive Program
- ➢ Clawback, No Hedging and No Pledging Policies
- ➢ Share Ownership Guidelines and Retention Requirements
- ➢ Other Benefits
- ➢ Contractual Agreements
- ➢ Tax and Accounting Considerations
- ➢ Equity Grant Practices
- ➢ Compensation Committee Report

Summary of 2023 Accomplishments and Overall Compensation

In 2023, while we exhibited strong overall Company performance, continued our leadership and performance in sustainability and social responsibility, and achieved or exceeded the operational goals as set by the Committee, the impairment charge taken on our offshore wind investment along with other events had a significant negative impact on the Company and our shareholders, and consequently on our compensation. Specifically, the Committee eliminated all of the potential payout with respect to the EPS-based goal within our annual incentive plan resulting, in a below-target payout for the Chief Executive Officer (and the other NEOs) well below prior years, and our performance shares paid out meaningfully below target for the 2021 – 2023 period.

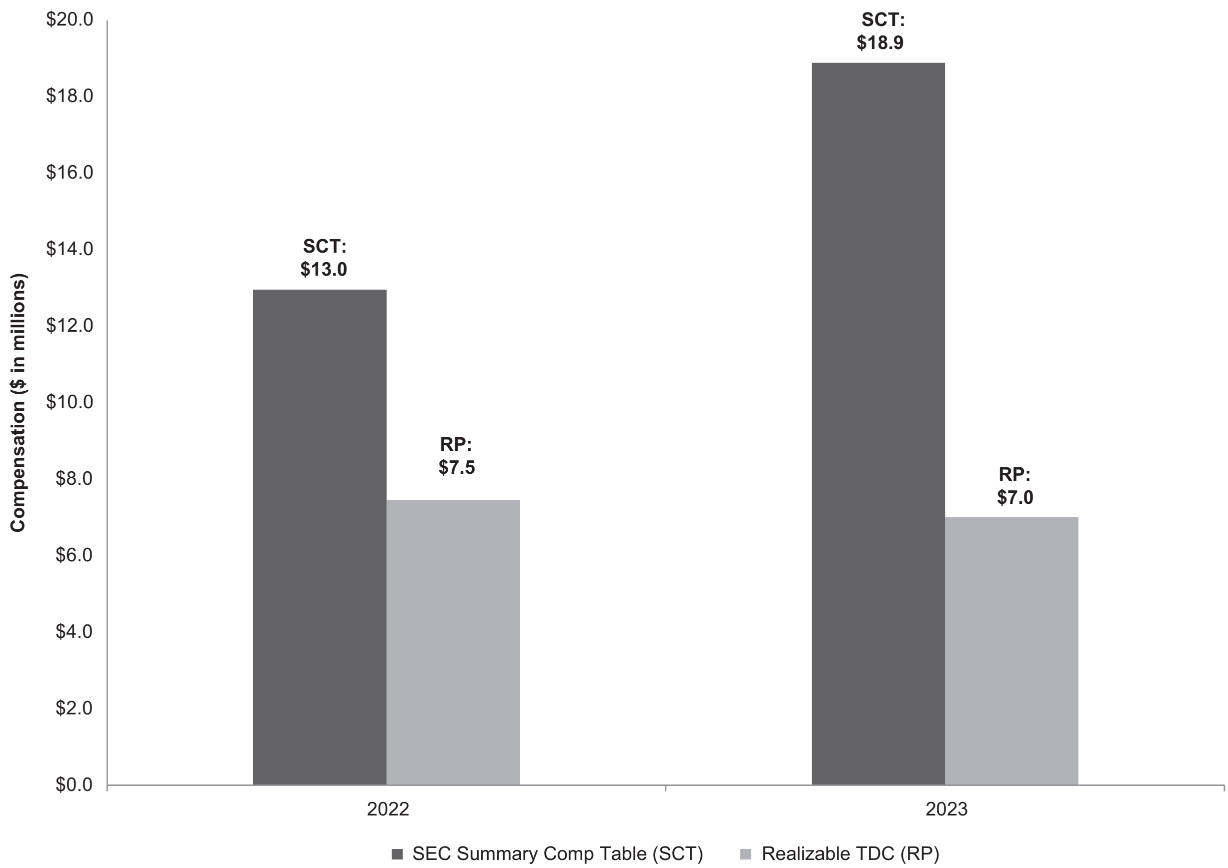
Summary Compensation Table Versus Realizable Pay Comparison for Joseph R. Nolan, Jr.

In the two full years that Mr. Nolan has served as Chief Executive Officer, Mr. Nolan's realizable pay has been substantially less than his total compensation as reported in the Summary Compensation Table of our proxy statements (his reported pay). The reasons for this are twofold. First, the overwhelming majority of Mr. Nolan's compensation is delivered through performance-based incentive compensation. As shown below and discussed later in this CD&A, Mr. Nolan's annual and long-term incentives both paid out at below-target levels for the performance periods that ended in 2023, and Mr. Nolan's in-process performance shares for programs ending in 2024 and 2025 are tracking substantially below target. In addition, Mr. Nolan's long-term incentives are denominated and settled in Eversource common shares such that declines in the Company's share price directly impact the realizable pay of our executives, including our Chief Executive Officer. This demonstrates the integrity of our pay-for-performance compensation program and ensures alignment with shareholder interests.

Second, a meaningful portion of Mr. Nolan's reported pay consists of the annual actuarial increase in Mr. Nolan's pension benefit, which as we note below does not represent actual earnings and which could increase or decrease in the future based on factors beyond our control, including changes in interest rates.

Thus, Mr. Nolan's realizable compensation, or pay actually received or in progress to be received, differs from the pay reported as required by the SEC. As a result, we believe that it is useful to compare Mr. Nolan's realizable pay for each of the past two years with his reported pay for the same period as illustrated in the chart below.

CHIEF EXECUTIVE OFFICER SUMMARY COMPENSATION TABLE PAY VS. REALIZABLE PAY



For purposes of the preceding figure, we define:

1) SEC SCT Compensation: (i) base salary earned in each year, (ii) the actual bonus earned for each year, (iii) the grant date amount of long term incentive awards, (iv) the value of actuarial change in pension value, and (v) all other compensation as shown in the Summary Compensation Table for each year.

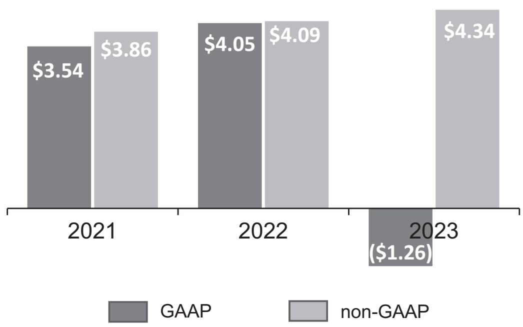
2) Realizable Total Direct Compensation (TDC): (i) base salary earned in each year, (ii) the actual bonus earned for each year, and (iii) the intrinsic value of long-term incentive awards granted in 2022 and 2023 valued as of December 31, 2023.

The following is a summary of our 2023 performance:

- **EARNINGS PER SHARE:** Our 2023 GAAP earnings equaled a loss of $1.26 per share. While our recurring non-GAAP earnings per share equaled $4.34, which was above our target, the impairment charge associated with our offshore wind investments along with other events occurring in 2023 resulted in 2023 GAAP earnings equal to a loss of $1.26 per share. Non-GAAP earnings excludes $5.60 per share of the charges described below and in Exhibit A.[1]

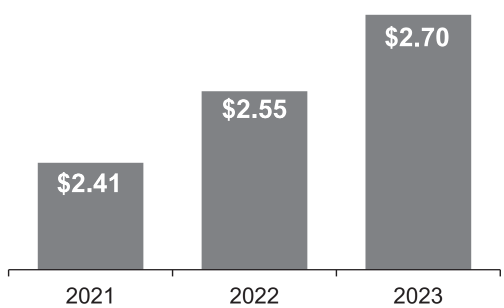
[1] 2023 Non-GAAP EPS presented in this proxy statement excludes $5.60 per share relating to (1) a 2023 impairment charge associated with the Company's equity method investment in its offshore wind business resulting from the anticipated completion of the sale of its offshore wind investment portfolio; and (2) charges in 2023 relating to the disposition of land initially acquired to construct the discontinued Northern Pass Transmission project. Due to the effect of such costs on net income attributable to common shareholders, management believes that the non-GAAP presentation is a more meaningful representation of Eversource Energy's financial performance and provides additional information to readers in analyzing historical and future performance of the business. Non-GAAP financial measures should not be considered as alternatives to Eversource Energy's consolidated net income attributable to common shareholders. Please see Exhibit A on page 80.

Earnings Per Share



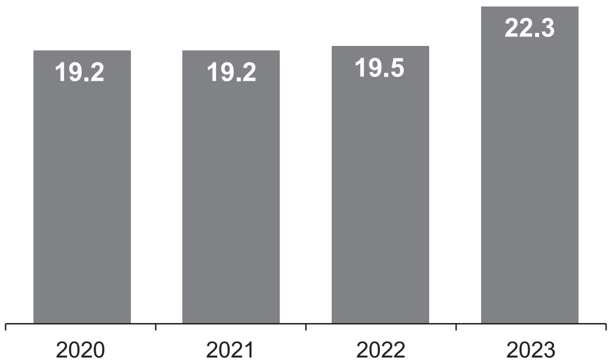
- **DIVIDENDS PAID:** The Board of Trustees increased the annual dividend rate by 5.9 percent for 2023 to $2.70 per share, which exceeded the median dividend growth rate of 5.4 percent for the utilities that constitute the Edison Electric Institute Index (EEI Utility Index).

Common Share Dividends



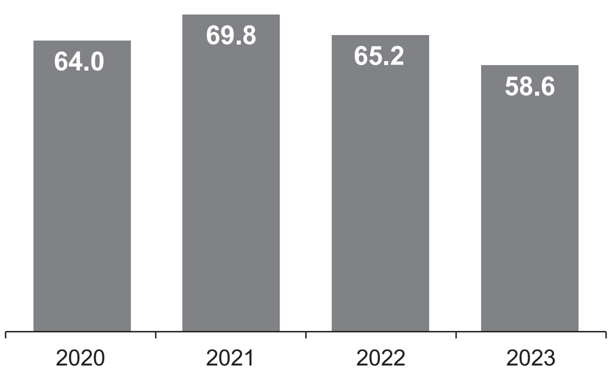
- **STRATEGIC INITIATIVES AND REGULATORY OUTCOMES:** Eversource successfully advanced several strategic initiatives and produced positive regulatory outcomes during 2023.
- We completed the strategic review regarding the sale of our offshore wind investments in a very challenging market, having determined that full divesture was in the best long term interest of the Company and our shareholders. We completed the sale of our 50 percent share of the uncontracted lease area to our joint venture partner, Ørsted, for $625 million, and entered into an agreement with Ørsted to sell them our interest in the Sunrise Wind project. We also entered into a finance tax equity agreement relating to the South Fork Wind project for $530 million. The tax equity investment enables us to maximize the economics of this project, including tax incentives earned by South Fork Wind in the 12-18 months following the projects' commercial operations dates. In addition, on February 13, 2024, the Company entered into an agreement with Global Infrastructure Partners to sell its interest in the South Fork and Revolution Wind projects. Divesture will significantly lower our risk profile and enhance our balance sheet strength.
- Eversource achieved many constructive regulatory outcomes in 2023, including our Massachusetts PBR/Kbar filing approval, which provided for a $105 million base distribution revenue increase and recovery of $16 million in exogenous property taxes; successful storm cost recovery in Massachusetts and New Hampshire, with no disallowances, of $135 million and $45 million, respectively; acceptance in Massachusetts of our comprehensive Grid Modernization regulatory filing and testimony, providing for recovery of our investments; and successful execution of the Massachusetts EV infrastructure program, which led the DPU to approve the next phase of the program, allowing us to move forward with additional investment to expand EV charging capabilities to over 24,000 stations.
- Eversource successfully advanced solar power in Massachusetts through the filing of three additional solar and battery projects for review and approval at our area work centers in Brockton, Lawrence and Yarmouth.
- We completed the filings and proceedings on our five remaining distributed energy resource (DER) interconnection upgrades in Massachusetts.
- Our Aquarion companies continued to grow the water business by completing the acquisition of Pinehills Massachusetts Water System, as well as the purchase of the Town of New Hartford, Connecticut's municipal water and wastewater treatment systems.
- We engaged a team of high-level leaders to implement a communication plan with legislators, municipal and government officials and other key stakeholders in the communities we serve to demonstrate the value Eversource provides in terms of electrification and grid modernization in dealing with energy supply price volatility support to the three states.
- Eversource effectively supported its investments in the $300 million Connecticut Electric System Improvement program with no disallowances.
- The Company announced in February of 2024 that it will explore the possible sale of the Aquarion companies.
- **RELIABILITY PERFORMANCE:** Electric System Reliability, measured by months between interruptions, was top decile for our industry in 2023; customer power interruptions were on average 22.3 months apart, performance that is top decile among our peers and our best performance on record.

Reliability Performance
Months Between Interruptions



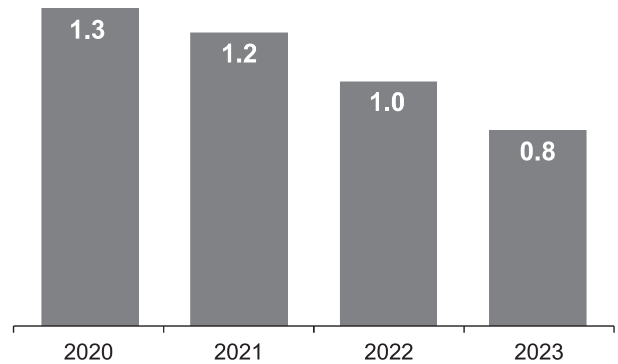
- **RESTORATION PERFORMANCE:** The average system outage duration was 58.6 minutes, which was also in the top decile of the utility industry for the fastest restoration time and also our best performance on record.

Restoration Performance
Average Time of Restoration – In Minutes



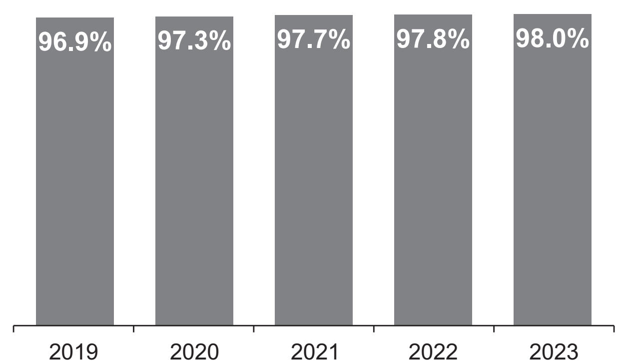
- **SAFETY:** Our 2023 safety performance was 0.81, measured by days away, restricted or transferred (DART) per 100 workers, our best performance over the past several years, and which continues to improve year after year. In 2022 and 2023, the Company used the DART-OSHA method of measurement for both the goal and 2022 and 2023 results; 2020 and 2021 results shown in the graph below were converted to the DART-OSHA method. As it has for many years, the strong partnerships that have been developed between Company management and the leadership of our unions continue to assist us in both helping to safeguard our employees and in advancing our business initiatives.

Safety Performance
Days Away Restricted Time (DART)



- **GAS EMERGENCY RESPONSE:** On-time response to gas customer emergency calls was 98.0 percent, which continues to exceed mandated regulatory emergency response requirements.

Gas Emergency Response
Percentage of On-Time Responses



ENHANCE THE CUSTOMER EXPERIENCE: Significant success has been achieved in our projects geared towards enhancing and improving all aspects of our customers' experiences.

- Implementation of our Massachusetts AMI Plan, including the Meter Data Management System, is on track. Once complete, this plan will enable a wide range of new benefits to customers, including visibility and insight into customer usage patterns, customized bill alerts, access to time-varying rates, proactive outage notifications and more efficient outage response.
- We have redesigned the Connecticut electric customer bill, which provides greater detail on the multiple components of customers' monthly costs, resulting in improved "ease of understanding" and bill satisfaction in our customer surveys.
- We updated our Emergency Communications Plan to incorporate natural gas service information, and we designed and implemented a new Emergency Response Organization, led by a new vice president, covering our electric, gas and water operations.

- We made significant progress on our Omni Phase II project, which is on track to go live in 2024 and will serve as the customer information system foundation for our Massachusetts AMI Plan.
- T&D's new SCADA system was completed with a successful go-live in June.
- Our T&D System and Communication plans are on track to help increase support response to resource inadequacy issues and impacts.
- We implemented an updated monitoring protocol for storm-related electric outages that might negatively impact the operation of our natural gas system, designed and launched customer education programs regarding the impact of supply costs on customers' bills, and hosted and promoted webinars on energy costs and programs for small business customers.
- **CLEAN ENERGY EXECUTION:**
- Eversource has maintained its commitment to providing oversight on the progression of onshore construction for our wind projects. Onshore construction for South Fork Wind was completed as planned in the second quarter of 2023. On March 15, 2024, South Fork Wind became the first fully-operational commercial-scale offshore wind farm in the U.S., with all 12 turbines delivering power to Long Island. On October 31, our joint venture announced that it has taken its Final Investment Decision (FID) on Revolution Wind; this important milestone will enable the project to proceed to full onshore and offshore construction and installation, with an expected project in service in late 2025. Sunrise Wind completed onshore construction readiness assessment in support of our onshore converter station construction start.
- In issuing its Order in the Future of Natural Gas proceeding in December 2023, the Massachusetts DPU noted that Eversource's decarbonization efforts are aligned with the Order. We elevated our industry leadership while shaping our decarbonization policy objectives through geothermal, hydrogen and renewable natural gas (RNG) projects. Eversource has been identified as a key energy advisor with multiple decarbonization options for critical customers.
- Eversource's geothermal pilot project in Framingham, Massachusetts noted above began construction in June and is already performing customer conversions. We are one of 11 companies nationwide that will receive federal funding through a grant by the U.S. Department of Energy (DOE) to explore the feasibility of expanding this pilot. We continue to add to the decarbonization of gas through geothermal, hydrogen and RNG alternatives.
- Our Science Based Target application was filed with the Science Based Target initiative (SBTi) by the end of 2023, well ahead of the two-year requirement following our commitment made in 2022.
- The Company's 2022 GHG inventory was completed in 2023 and showed a 15 percent reduction from 2021 and 25 percent reduction from the 2018 baseline year.
- We filed the Company's first Electric Sector Modernization Plan in September of 2023, aimed at proactively upgrading our Massachusetts electric distribution system consistent with long range clean energy and climate mandates of the state.
- Transmission interconnection infrastructure and state specific distribution goals progressed in 2023. We are working to shape policy initiatives for the future of transmission with the ISO Board, our service territory state governments and FERC staff.
- Eversource submitted an application to the U.S. DOE seeking funding for our AMI smart grid concept in Connecticut, including letters of support from the Connecticut Department of Energy and Environmental Protection (DEEP) and federal House and Senate staff. PURA issued a draft decision that provides a framework for regulatory review and approval of AMI in Connecticut, including two avenues by which electric delivery companies can seek cost recovery.
- The Company completed a readiness assessment and gap analysis on new SEC climate related reporting requirements.

2023 Sustainability/ESG

- **SUSTAINABILITY:** ***2023 Sustainability/Social Responsibility/ESG***

In 2023, we achieved our target range of 83 percent to 95 percent compared to the peer group assessed by the two leading sustainability rating firms, with a combined end of year ranking of near the top of our target range at 92.1 percent. In addition, our strong environmental, social and governance performance, including the advancement of our clean energy initiatives, resulted in numerous national and local awards and recognitions noted in this proxy statement. These honors are a result of our deep commitment to corporate responsibility, evidenced by the high scores we receive from leading sustainability raters. We continue to engage with a strong cross-functional team throughout the Company to advance our sustainability strategy and drive performance that addresses the evolving expectations of our shareholders, customers, employees, regulators and the communities we serve.

We continued to take steps to mitigate climate change impacts through leading clean energy initiatives and ambitious GHG reduction targets. Since 2019, we have been focused on the ambitious goal of achieving carbon neutrality in our Company operations by 2030. We continue to progress toward this goal by working with all areas of the company to reduce our Scope 1 and 2 GHG emissions to as close to zero as possible in the most impactful areas of our operations: electric line losses, facility energy use, fleet fuel use, and emission releases from leak-prone natural gas pipes and SF_6 used in electric switchgear. Eversource reduced its Scope 1 and Scope 2 missions by 25 percent between our 2018 base year and 2022.

Building on this strong foundation and looking beyond our own operational GHG emissions, in December 2023, we submitted an application to the SBTi seeking validation of a broader GHG target aligned with limiting global warming to 1.5 degrees Celsius. This new target will expand our emission reduction efforts and include indirect Scope 3 sources, the largest of which is the energy supply we procure on behalf of our customers. We continue to support customers to reduce their impacts on the climate through solutions such as energy efficiency programs, providing access to more renewable energy options, and advancing electric vehicle infrastructures and energy storage capabilities.

Our new Climate Scorecard, developed to provide timely information and performance updates for use by our Board of Trustees, was delivered in July and will be updated twice a year moving forward. This is part of the Board's climate competency initiative.

To address physical and transitional impacts related to climate change and maintain resiliency across our system in the face of climate change, we continued to pursue the following actions:

- Working with our regulators to gain approval for new programs that will help improve our system resiliency in response to climate change, including vegetation management, pole and wire strengthening, flood proofing, and other system hardening measures.
- Implementing a grid modernization plan that will enhance our electric distribution infrastructure to improve resiliency and reliability and facilitate integration of distributed energy resources and electric vehicle infrastructure. We are focused on improving the efficiency of our electric and natural gas distribution systems and preparing for the opportunities that clean energy advancements create.
- Investigating emerging technologies such as energy storage and distribution automation programs that improve reliability.
- Developing, in response to the 2021 Massachusetts climate legislation calling for increased electrification of the transportation and building sectors, an ESMP detailing steps the Company will take over the next five and ten years to ensure reliability and resiliency while supporting a clean energy future.
- Implementing programs to address risks that may impact water availability and water quality.
- Evaluating our natural gas system and exploring alternative, less carbon-intense technologies like geothermal systems.
- Pursuing opportunities that meet evolving customer expectations, including investments in electric vehicle infrastructure and providing customers with ways to minimize their energy use.
- **DIVERSITY:** In 2023, we continued our successful drive to increase workforce diversity and build a talent pipeline. In 2023, 55.9 percent of our external hires were women and/or people of color, and 48.1 percent of external hires and internal promotions into leadership roles were women and/or people of color. We continued to support a multitude of programs and agencies that address racial and ethnic disparities in our customers' communities and beyond. We also remain committed to developing a workforce that fully reflects the diversity of the people and communities we serve. Our hiring and talent practices emphasize diversity, equity, and inclusion (DE&I), and we encourage employees to embrace different people, perspectives, and experiences in our workplace and within our communities — regardless of their race, color, religion, national origin, ancestry, sex, gender identity, age, disability, marital status, sexual orientation, active military or veteran status.

Eversource is a signatory to the CEO Action for Diversity & Inclusion Pledge™ to advance diversity, equity and inclusion in the workplace, as well as a member of the Paradigm for Parity coalition, committed to addressing gender parity. We offered a variety of programs, events, activities and discussions in 2023 focused on DE&I, to provide employees with education and experiences to further emphasize messages of racial and social justice. We continued to work closely with our Business Resource Group leaders, who provide valuable input and guidance on addressing concerns during an ever changing and challenging year. We held a highly-attended Day of Understanding virtual event to celebrate Juneteenth and followed up with discussions in business groups. We continued these conversations with regular discussions hosted by our senior leaders, all focused on advancing our DE&I goals. We also rolled out a refreshed Inclusive Leadership Training program for our leaders, with more sessions scheduled for 2024. We also developed and released a full DE&I Report, which detailed our many DE&I initiatives, programs, goals, successes, challenges and progress to date. To further our commitment to transparency, the report included our 2022 EEO-1 data.

In addition, we hosted monthly conversations in our Diversity and Inclusion multicultural book club and held signature learning events to celebrate Black History Month, Hispanic Heritage Month, and Asian American Month, focusing on the history, contributions, and current challenges of each group. An example of our commitment to promote equity and diversity in our communities is our investment in Girls With Impact, a business and leadership program that funds scholarships for under-resourced young women in Connecticut and Massachusetts.

In response to the continuing calls for racial, social and environmental justice, and our strong commitment to embedding "pro-equity" into our daily business practices, decisions and processes, our Vice President of Corporate Citizenship, Equity, and Environmental Justice built a team to continue operationalizing equity across Eversource, which included developing and delivering "Equity Fundamentals" training — required training for all employees — that explains how their work impacts the communities we serve. The Equity and Environmental Justice team provides support and guidance to employees on equity and environmental justice matters relating to customers and environmental justice communities in our service territory. The team also works with environmental justice advocates to broaden our perspective and deepen our understanding of how social justice issues are interconnected. By fostering dialogue and building partnerships, we can proactively and effectively work to create fair alternatives and outcomes for all customers and build credibility and trust with our stakeholders.

- **EMPLOYEES:** Eversource recognizes that our employees are our most valuable asset. We have developed strategic workplans as part of the annual business and workforce planning process to address immediate and long-range needs to ensure that we acquire, develop, and retain excellent talent. A new Learning and Development site was launched to provide personalized career growth opportunities to our employees on business acumen, leadership, technical training, and on-the-job learning. Interactive engagement and support tools were leveraged to promote remote worker effectiveness supporting the workforce with business, leadership, and technical knowledge. Employee development programs were aligned to the strategic workforce plan to support succession within all levels of the organization. Programs like the Growth Opportunities Learning and Development (GOLD) Program, were expanded to include employees new to the utility industry. The Transmission Training, Engineering Development, and Transmission development programs promoted educational and professional development opportunities for recent college graduates. Tuition assistance programs, paid internships, co-ops, and other pipeline development programs continued to ensure progress in future workforce technical skills and competencies. Targeted training, development and educational opportunities were offered to our high potential employees to ensure their continued growth and development as future leaders. Thought provoking stretch assignments, high impact cross-functional team memberships, senior management interaction and exposure, targeted coaching and feedback, and diverse learning experiences that promote interdependent thinking and embrace alternative perspectives, while building teamwork and collaboration, represent core components of our key talent development program.

  Additionally, we leveraged educational partnerships within the diverse communities we serve in critical trade and technical areas and have developed proactive sourcing strategies to attract experienced workers in highly technical roles in areas like engineering, electric and gas operations, and energy efficiency. As part of this process, we added new college partnerships to increase our pipelines for diverse talent. Eversource also provides employees with fair pay, comprehensive benefits, and a variety of field and classroom training opportunities throughout their careers to support their ongoing success on the job.

- **AWARDS:** We continued to receive numerous national awards in 2023 recognizing Eversource as a leader and catalyst in the areas of sustainability, DEI and ESG.

- *Newsweek* magazine recognized Eversource for the fourth year in a row in its list of the Most Responsible Companies and as the top utility company in its 2023 ranking. This listing determines the most responsible companies based on their corporate social sustainability performance and reputation.

- *Newsweek* also included Eversource in its list of America's Greatest Workplaces for 2023.

- Eversource was included in *USA Today's* ranking of America's Climate Leaders 2023, which includes the top 400 companies based on reductions in emissions intensity.

- We were again ranked in the top 100 of America's Most Just Companies for 2023 by *JUST Capital and CNBC* for ESG leadership. The Company was named the number six utility and was ranked 83rd overall.

- The Company was named to the 2023 Bloomberg Gender-Equity Index for the fourth time, recognizing companies that demonstrate a commitment for advancing women's equity.

- Eversource was recognized for the fourth year in a row by the U.S. Department of Labor as a HIRE Vets Medallion Award recipient for our commitment to recruiting, employing, and retaining veterans.

- For the third year in a row, we were named the top energy efficiency provider in the country for our Massachusetts programs by the *American Council For an Energy Efficient Economy.*
- The Company again received an Energy Star Partner of the Year Sustained Excellence award from the U.S. EPA and DOE for its leadership in energy efficiency solutions.
- We were again named to *Healthiest Employer's* list of the Healthiest 100 Workplaces in America for our commitment to workplace wellness and exceptional health benefits.
- Eversource received 10 awards in the 2023 competition run by the *Utility Communicators International Group*.
- We were named the Number 1 energy company on *Barron's* 2023 100 Most Sustainable Companies list. *Barron's* based its list on performance indicators that address environmental, social and governance matters.

Achievement of the 2023 performance goals, additional accomplishments and the Compensation Committee's assessment of Company and executive performance are more fully described in the section below titled "2023 Annual Incentive Program Assessment." Specific decisions regarding executive compensation based upon the Committee's assessment of Company and executive performance and market data are also described below.

Pay for Performance Philosophy

The Compensation Committee links the compensation of our executive officers, including the Named Executive Officers, to performance that will ultimately benefit our customers, employees, shareholders and the communities we serve. Our compensation program is intended to attract and retain the best executive talent in the industry, motivate our executives to meet or exceed specific stretch financial and operational goals each year, and compensate our executives in a manner that aligns compensation directly with performance. We strive to provide executives with base salary, performance-based annual incentive compensation, and performance-based long-term incentive compensation opportunities that are competitive with market practices and that reward excellent performance.

Executive Compensation Governance

What we DO :

- ✓ Focus on Pay for Performance.
- ✓ Maintain share ownership and holding guidelines.
- ✓ Utilize balanced incentive metrics including both absolute and relative measures.
- ✓ Deliver the majority of incentive compensation opportunity in long-term equity.
- ✓ Maintain double-trigger change in control vesting provisions.
- ✓ Hold shareholder engagement meetings throughout the year between management and our shareholders that discuss executive compensation governance, our financial performance, ESG, climate change and sustainability, and overall corporate governance.
- ✓ Maintain a broad personal misconduct clawback policy in addition to the financial and accounting clawback policy required by SEC regulations relating to incentive compensation.
- ✓ Tie 75 percent of long-term incentive compensation to performance and grant 100 percent of long-term incentive compensation in equity.
- ✓ Engage an independent compensation consultant.
- ✓ Hold an annual Say-on-Pay vote.
- ✓ Impose payout limitations on incentive awards.
- ✓ Maintain limited executive and Trustee trading windows.

What we DON'T do :

- X Include tax gross-ups in any new or materially amended executive compensation agreements.
- X Allow hedging, pledging or similar transactions by executives and Trustees.
- X Provide for liberal share recycling within long-term compensation grants.
- X Pay dividends on equity awards before vesting.
- X Allow for discounts or repricing of options or stock appreciation rights.

- The executive share ownership and holding guidelines noted in this CD&A emphasize the importance of aligning management with shareholders. Under the share ownership guidelines, which require our Chief Executive Officer to hold shares equal to six times base salary, we also require our executives to hold 100 percent of the shares awarded under the Company's stock compensation program until the share ownership guidelines have been met.

- Our new Executive Clawback Policy and our Incentive Plan include provisions that require reimbursement to the Company of incentive compensation received under the conditions and circumstances set forth in the Policy and the Plan. Both the Executive Clawback Policy and the Incentive Plan contain provisions requiring clawback if earnings are subsequently required to be restated, as the SEC regulations applicable to the Policy require. The Incentive Plan also requires reimbursement for a willful material violation of our Code of Business Conduct or significant breach of a material covenant in an employment agreement. The new Executive Clawback Policy applies only to executive officers, per the regulation, while the Incentive Plan's provisions apply to all Plan participants. The Incentive Plan also imposes limits on awards and on Trustee compensation and prohibits repricing of awards and liberal share recycling.
- The Company prohibits gross ups in all new or materially amended executive compensation agreements.
- The Company has a "no hedging and no pledging" policy that prohibits the purchase of financial instruments or otherwise entering into any transactions that are designed to have the effect of hedging or offsetting any decrease in the market value of our common shares.
- Our employment agreements and Incentive Plan require a "second-trigger" following change in control to accelerate post-employment compensation.

Named Executive Officers

The executive officers listed in the Summary Compensation Table and whose compensation is discussed in this CD&A are referred to as the "Named Executive Officers" under SEC regulations. For 2023, the Named Executive Officers were:

- **Joseph R. Nolan, Jr.,** Chairman of the Board, President and Chief Executive Officer
- **John M. Moreira,** Executive Vice President, Chief Financial Officer and Treasurer
- **Gregory B. Butler,** Executive Vice President and General Counsel
- **Christine M. Carmody,** Executive Vice President-Human Resources and Information Technology
- **James W. Hunt, III,** Executive Vice President — Corporate Relations and Sustainability and Secretary
- **Werner J. Schweiger,** Retired Executive Vice President and Chief Operating Officer

Overview of Our Compensation Program

The Role of the Compensation Committee. The Board of Trustees has delegated to the Compensation Committee overall responsibility for establishing the compensation program for those senior executive officers, whom we refer to in this CD&A as "executives" and who are deemed to be "executive officers" under the SEC's regulations that determine the persons whose compensation is subject to disclosure. In this role, the Committee sets compensation policy and compensation levels, reviews and approves performance goals and evaluates executive performance. Although this CD&A refers principally to compensation for the Named Executive Officers, the same compensation principles and practices apply to all vice presidents and above. The compensation of the Chief Executive Officer is subject to the further review and approval of all of the independent Trustees.

Elements of Compensation. Total direct compensation consists of three elements: base salary, annual cash incentive awards, and long-term equity-based incentive awards. Indirect compensation is provided through certain retirement, perquisite, severance, and health and welfare benefit programs.

Our Compensation Objectives. The objectives of our compensation program are to attract and retain superior executive talent, motivate our executives to achieve annual and long-term performance goals set each year, and provide total compensation opportunities that are competitive with market practices. With respect to incentive compensation, the Committee believes it is important to balance short-term goals, such as producing earnings, with longer-term goals, such as long-term value creation for shareholders, maintaining a strong balance sheet, and being a leader in clean energy and sustainability. The Committee also places great emphasis on operating performance, customer service, safety, sustainability and workforce diversity. Our compensation program utilizes performance-based incentive compensation to reward individual and corporate performance and to align the interests of executives with Eversource Energy's customers, employees, and shareholders. The Committee continually increases expectations to motivate our executives and employees to achieve continuous improvement in carrying out their responsibilities to our customers to deliver energy and water reliably, safely, mindful of the environment and employee well-being, and at a reasonable cost, while providing an above-average total return to our shareholders.

Setting Compensation Levels. To ensure that the Company achieves its goal of providing market-based total direct compensation levels to attract and retain top quality management, the Committee provides our executives with target compensation opportunities approximately equal to median compensation levels for executive officers of companies in the utility industry comparable to us in size. To achieve that goal, the Committee, and its independent compensation consultant work together to determine the market values of executive compensation elements by using competitive market compensation data.

The Committee reviews competitive compensation data obtained from utility and general industry surveys and a specific group of peer utility companies. Incumbent compensation levels may be set below the market median for those executives who are new to their roles, while long-tenured, high performing executives may be compensated above median. The review by Pay Governance performed in December 2023 indicated that the Company's aggregate executive compensation levels continue to be aligned with median market rates.

Role of the Compensation Consultant. The Committee has retained Pay Governance as its independent compensation consultant. Pay Governance reports directly to the Committee and does not provide any other services to the Company. With the consent of the Committee, Pay Governance works cooperatively with the Company's management to develop analyses and proposals for presentation to the Committee. The Committee generally relies on Pay Governance for peer group market data and information as to market practices and trends to assess the competitiveness of the compensation we pay to our executives and to review the Committee's proposed compensation decisions.

Pay Governance Independence. In January 2024, the Committee assessed the independence of Pay Governance pursuant to SEC and NYSE rules and concluded that it is independent and that no conflict of interest exists that would prevent Pay Governance from independently advising the Committee. In making this assessment, the Committee considered the independence factors enumerated in Rule 10C-1(b) under the Securities Exchange Act of 1934, as well as the written representations of Pay Governance that Pay Governance does not provide any other services to the Company, the level of fees received from the Company as a percentage of Pay Governance's total revenues, the policies and procedures employed by Pay Governance to prevent conflicts of interest, and whether the individual Pay Governance advisers with whom the Committee consulted own any Eversource Energy common shares or have any business or personal relationships with members of the Committee or our executives.

Role of Management. Management's roles, and specifically the roles of the Chief Executive Officer and the Executive Vice President-Human Resources and Information Technology, are to provide current compensation information to the compensation consultant and analyses and recommendations on executive compensation to the Committee based on the market value of the position, individual performance, experience and internal pay equity. The Chief Executive Officer also provides recommendations on the compensation for the other Named Executive Officers. None of the executives makes recommendations that affect their individual compensation.

Market Analysis

The Compensation Committee seeks to provide our executives with target compensation opportunities using a range that is approximately equal to the median compensation levels for executive officers of utility companies comparable to the Company. Set forth below is a description of the sources of the compensation data used by the Committee when reviewing 2023 compensation:

- ***Competitive Compensation Survey Data.*** The Committee reviews compensation information obtained from surveys of diverse groups of utility and general industry companies that represent this market data for executive officer talent. Utility industry data serve as the primary reference point for benchmarking officer compensation and are based on a defined peer set, as discussed below, while general industry data are derived from compensation consultant surveys and serve as a secondary reference point. General industry data are used for staff positions and are size adjusted to ensure a close correlation between the market data and the Company's scope of operations. The Committee references this information, which it obtains from Pay Governance, to evaluate and determine base salaries and incentive opportunities.
- ***Peer Group Data.*** In support of our executive pay decisions, the Committee consulted with Pay Governance, which provided the Committee with a competitive assessment analysis of the Company's executive compensation levels as compared to the 20 peer group companies listed in the table below. This peer group, which the Committee reviews annually, was chosen because these companies are similar to Eversource Energy in terms of size, business model and long-term strategies.

Alliant Energy Corporation	DTE Energy Company	Pinnacle West Capital Corporation
Ameren Corporation	Edison International	PPL Corporation
American Electric Power Co., Inc.	Entergy Corporation	Public Service Enterprise Group, Inc.
CenterPoint Energy, Inc.	Exelon Corporation	Sempra Energy.
CMS Energy Corp.	FirstEnergy Corp.	WEC Energy Group, Inc.
Consolidated Edison, Inc.	NiSource, Inc.	Xcel Energy Inc.
Dominion Energy, Inc.	PG&E Corporation	

Assisted by the compensation consultant, the Committee adjusts the target percentages of annual and long-term incentives based on the survey data and recommendations from the Chief Executive Officer, after discussion with the compensation consultant, to ensure that they are approximately equal to competitive median levels.

The Committee periodically reviews the general market for supplemental benefits and perquisites using utility and general industry survey data, including data obtained from companies in the peer group.

Target Percentage of Compensation Elements

We target the mix of compensation for our Chief Executive Officer and the other Named Executive Officers so that the percentages of each compensation element are approximately equal to the competitive median market mix. The mix is heavily weighted toward incentive compensation, and incentive compensation is heavily weighted toward performance-based long-term compensation. Since our most senior positions have the greatest responsibility for implementing our long-term business plans and strategies, a greater proportion of total compensation is based on performance with a long-term focus. As shown in the following table, the majority of our NEO compensation is performance-based.

The Committee determines the compensation for each executive based on the relative authority, duties and responsibilities of the executive. Our Chief Executive Officer's responsibilities for the strategic direction and daily operations and management of Eversource are greater than the duties and responsibilities of our other executives. As a result, our Chief Executive Officer's compensation is higher than the compensation of our other executives. Assisted by the compensation consultant, the Committee regularly reviews market compensation data for executive officer positions similar to those held by our executives, including our Chief Executive Officer.

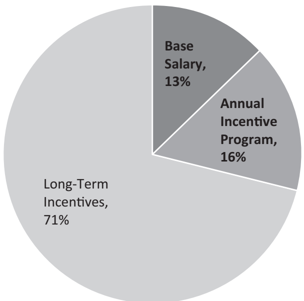
The following table sets forth the contribution to 2023 Total Direct Compensation (TDC) of each element of compensation at target, reflected as a percentage of TDC, for the Named Executive Officers. The percentages shown in this table are at target and therefore do not correspond to the amounts appearing in the Summary Compensation Table.

	Percentage of TDC at Target				
			Long-Term Incentive Program		
Named Executive Officer (NEO)	**Base Salary**	**Annual Incentive(1)**	**Performance Shares(1)**	**RSUs(2)**	**TDC**
Joseph R. Nolan, Jr.	13%	16%	53%	18%	100%
John M. Moreira	24%	19%	43%	14%	100%
Gregory B. Butler	28%	20%	39%	13%	100%
Christine M. Carmody	28%	20%	39%	13%	100%
James W. Hunt, III	33%	20%	35%	12%	100%
Werner J. Schweiger	24%	19%	43%	14%	100%
NEO average, excluding CEO and retired NEO	27%	20%	40%	13%	100%

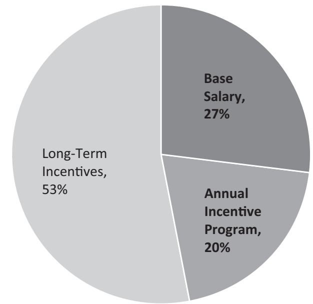
(1) The annual incentive compensation element and performance shares under the long-term incentive compensation element are performance-based (69% of our Chief Executive Officer's compensation is performance-based).

(2) Restricted Share Units (RSUs) vest in equal annual installments over three years contingent upon continued employment.

Total Direct Compensation - CEO



Total Direct Compensation
All other NEOs



Results of Our 2023 Say-on-Pay Vote

We are requesting that shareholders cast the annual advisory vote on executive compensation (a Say-on-Pay proposal). Our shareholders agreed with the Company's "Say-on-Frequency" recommendation at the 2023 Annual Meeting of Shareholders that recommended a continued annual vote. At the Company's Annual Meeting of Shareholders held on May 3, 2023, 92.48 percent of the votes cast on the Say-on-Pay proposal were voted to approve the 2022 compensation of the Named Executive Officers, as described in our 2023 proxy statement. Say-on-Pay results of the Company, along with utility and general industry peers, are reviewed by the Committee annually to help assess whether our shareholders continue to deem our executives' compensation to be appropriate. The Committee has and will continue to consider the outcome of the Company's Say-on-Pay votes when making future compensation decisions for the Named Executive Officers. Please see Item 2 in this proxy statement.

Elements of 2023 Compensation

Base Salary

Base salary is designed to attract and retain key executives by providing an element of total compensation at levels competitive with those of other executives employed by companies of similar size and complexity in the utility and general industries. In establishing base salary, the Compensation Committee relies on compensation data obtained from independent third-party surveys of companies and from an industry peer group to ensure that the compensation opportunities we offer are capable of attracting and retaining executives with the experience and talent required to achieve our strategic objectives. Adjustments to base salaries are generally made on an annual basis except in instances of promotions.

When setting or adjusting base salaries, the Committee considers annual executive performance appraisals; market pay movement across industries (determined through market analysis); targeted market pay positioning for each executive; individual experience; strategic importance of a position; recommendations of the Chief Executive Officer; and internal pay equity.

Incentive Compensation

Annual incentive and long-term incentive compensation are provided under the Company's Incentive Plan, which was approved by shareholders in 2018, and for which an amendment to the Plan that increased the number of shares eligible for issuance under the Plan by 4,200,000 shares was approved by shareholders in 2023. The annual incentive program provides cash compensation intended to reward performance under our annual operating plan. The long-term stock-based incentive program is designed to reward demonstrated performance and leadership, motivate future performance, align the interests of the executives with those of our shareholders, and retain the executives during the term of grants. The annual and long-term programs are designed to strike a balance between the Company's short- and long-term objectives so that the programs work in tandem.

In addition to the specific performance goals, the Committee assesses other factors, as well as the executives' roles and individual performance, and then makes annual incentive program awards at the levels and amounts disclosed in this proxy statement.

Risk Analysis of Executive Compensation Program

The overall compensation program includes a mix of compensation elements ranging from a fixed base salary to annual and long-term incentive compensation programs intended to motivate executives and other eligible employees to achieve individual and corporate performance goals that reflect an appropriate level of risk. The fundamental objective of the compensation program is to foster the continued growth and success of our business. The design and implementation of the overall compensation program provide the Committee with opportunities throughout the year to assess risks within the compensation program that may have a material effect on the Company and our shareholders.

The Compensation Committee assesses the risks associated with the executive compensation program on an ongoing basis by reviewing the various elements of incentive compensation. The annual incentive program is designed to ensure an appropriate balance between individual and corporate goals, which were deemed appropriate and supportive of the Company's annual business plan. Similarly, the long-term incentive program is designed to ensure that the performance metrics are properly weighted and supportive of the Company's strategy. The Committee reviewed the overall compensation program in the context of risks identified in the annual operating plan. The annual and long-term incentive programs were designed to include mechanisms to mitigate risk. These mechanisms include realistic goal setting and discretion with respect to actual payments, in addition to:

- A mix of annual and long-term performance awards to provide an appropriate balance of short- and long-term risk and reward horizon;
- A variety of performance metrics, including financial, operational, customer service, ESG, diversity, safety and strategic goals and initiatives for annual performance awards to avoid excessive focus on a single measure of performance;
- Metrics in the Company's long-term incentive compensation program that use earnings per share growth and relative total shareholder return, which are both robust measures of shareholder value and which reduce the risk that employees might be encouraged to pursue other objectives that increase risk or reduce financial performance;
- The provisions of our annual and long-term incentive programs, which cap awards at 200 percent of target;
- Our expansive clawback provisions on incentive compensation set forth in our new SEC compliant Executive Clawback Policy and in our Incentive Plan, including clawback for material violations of our Code of Business Conduct; and
- Stock ownership requirements for all executives, prohibitions on hedging, pledging and other derivative transactions related to our shares.

Based on these factors, the Compensation Committee and the Board of Trustees believe the overall compensation program risks are mitigated to reduce overall compensation risk.

2023 Annual Incentive Program Assessment

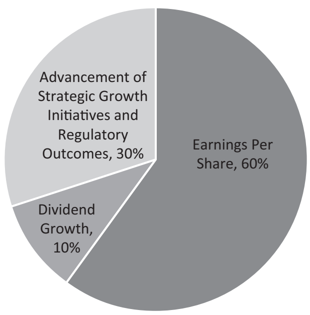
In early February of 2023, the Committee established the terms of the 2023 Annual Incentive Program. As part of the overall program, and after consulting with Pay Governance, the Committee set target award levels for each of the Named Executive Officers that ranged from 60 percent to 130 percent of base salary.

At the February 2023 meeting, the Committee determined that for 2023 it would continue to base 70 percent of the annual incentive performance goals on the Company's overall financial performance and 30 percent of the annual performance goals on the Company's overall operational performance. The Committee also determined the specific goals that would be used to assess performance, with potential ratings on each goal ranging from zero percent to 200 percent of target. The Committee assigned weightings to each of the goals. For the financial component, the following goals were used: earnings per share, weighted at 60 percent, advancement of strategic growth initiatives and regulatory outcomes, weighted at 30 percent, and dividend growth, weighted at 10 percent. For the operational component, the Committee used the following goals: combined safety ratings, gas emergency service response, diversity promotions and hires of leadership employee positions, and sustainability, customer and clean energy initiatives, weighted at 50 percent, service reliability weighted at 25 percent, and restoration of outages duration, weighted at 25 percent.

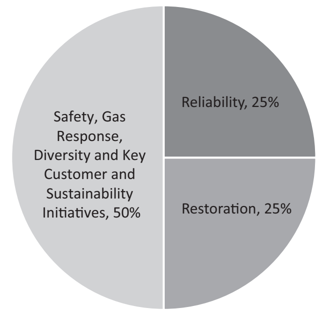
In establishing the individual annual performance goals, the Committee set stretch goals for both the financial and operational components. Many of the goals used performance ranges, as opposed to threshold or target ranges, whereby the lower end of the performance range does not represent average or less compared to industry peers or other similar performance benchmarks, but requires performance that exceeds industry standards, peer performance and other benchmarks in order to be met, while achievement at the higher end of the range represents superior performance.

2023 Performance Goals

Financial (70%)



Operational (30%)



Committee Assessment Meetings

At the December 2023 meeting of the Committee, management provided an initial review of the Company's 2023 performance, followed in January 2024 by a full assessment of the performance goals, the additional accomplishments noted below under the caption "Additional Factors" and the overall performance of the Company and the executives. In addition to these meetings, the Committee and the Board were provided updates during 2023 on corporate performance and discussed the Company's overall performance and in particular the effect that our offshore wind projects and other events were having on our stock price.

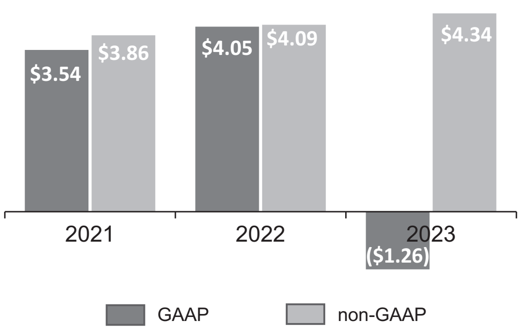
At the January 31, 2024 meeting, the Committee made its determination with respect to Company and executive performance, and while the Committee recognized the many accomplishments that management and the executive team produced in 2023, including growth in recurring non-GAAP earnings and our exceptional operating performance, which saw record results in reliability, restoration and safety, the Committee was mindful of the effect of the offshore wind impairment and other events noted in this proxy statement had on our reported results and their resulting negative effect on our stock price. With respect to offshore wind, these events included substantially revised and increased projected construction costs for our partnership's three projects, caused primarily by increasing interest rates, the highest inflation rate in nearly 40 years, supply chain constraints relating to the projects' installation vessels and foundation fabrication, along with uncertainties related to the Sunrise Wind contact rebid process in New York state's ongoing Request For Proposal. As such, the Committee felt that it was appropriate to award executive incentive compensation in 2023 that was significantly reduced compared to previous years. Based on its assessment of the financial and operational performance goals and the other factors noted above, the Committee approved a zero score for the portion of the annual incentive associated with EPS performance and decided to set the level of overall achievement of combined financial and operational performance goals results below target at 94 percent, or 43 percent below 2022. In arriving at this determination, the Committee approved the weighted financial performance goals result at 41 percent, which included the zero score for the earnings per share component, and the weighted operational performance goals result of 53 percent.

Financial Performance Goals Assessment

- **EARNINGS PER SHARE:** The 2023 earnings per share goal was $4.33 per share. Our GAAP earnings per share in 2023 equaled a loss of $1.26 per share, while our non-GAAP earnings per share in 2023 amounted to $4.34, which excludes the adjustment to earnings as described in Exhibit A and elsewhere in this proxy statement. The 2023 GAAP earnings were 131% less than 2022 GAAP earnings, while non-GAAP earnings increased 6.1 percent compared to non-GAAP adjusted earnings per share in 2022. The Company was able to achieve the non-GAAP earnings and limit a further decrease in GAAP earnings through effective management of the 2023 Operating Plan on a day-by-day basis, including execution of our $4.6 billion utility capital plan, and by overcoming several challenges to plan achievement, including higher than plan interest costs due to the number and scale of federal interest rate increases; higher O&M expenses caused primarily by the significant number and severity of storm events; higher employee-related costs; and the financial and operational impacts of supply chain challenges.

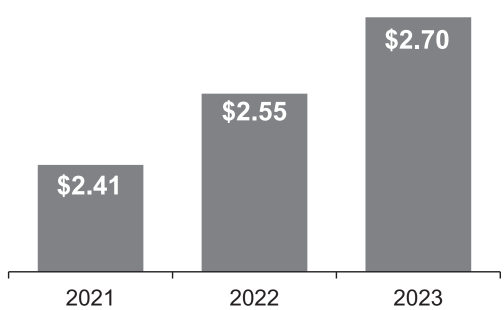
However, as noted, with respect to 2023 GAAP earnings per share, events that occurred throughout the year and in particular those relating to our offshore wind projects, caused the Company to be required to adjust the carrying value of its offshore wind investments. Recognizing the substantial reduction in GAAP earnings and taking into consideration the fact that our shareholders were negatively impacted by the Company's disappointing stock performance, the Committee determined that it was appropriate that the 2023 earnings per share goal be determined to have no credit applied to it. Please see Exhibit A, which provides additional information regarding GAAP and non-GAAP earnings. The Committee determined this goal to have attained a zero percent performance result.

Earnings Per Share



- **DIVIDEND GROWTH:** This goal was to increase our dividend by more than the industry average increase. We increased our annual dividend in 2023 to $2.70 per share, a 5.9 percent increase from the prior year, exceeding the utility industry's median dividend growth of 5.4 percent for the EEI Utility Index. The Committee determined this goal to have attained a 160 percent performance result.

Common Share Dividends



- **STRATEGIC INITIATIVES AND REGULATORY OUTCOMES:** This goal consisted of five separate initiatives: 1) Maximize investment in offshore wind through successful divesture of assets; 2) Obtain constructive regulatory outcomes in various proceedings at the FERC, the Connecticut Management Audit and the Aquarion rate case; 3) Continue to grow the water business; 4) Successfully advance the five remaining DER projects in Massachusetts; and 5) Secure clean energy funding available through federal and state initiatives.
- Eversource completed the strategic review regarding the sale of our offshore wind investment in a very challenging market, having determined that full divesture was in the best long term interest of the Company and shareholders. We completed the sale of our 50 percent share of the uncontracted lease area to our partner, Ørsted for $625 million, representing a substantial gain, executed a memorandum of understanding with Ørsted to potentially sell our interest in Sunrise Wind, and entered into a finance tax equity agreement relating to the South Fork Wind project for $530 million. The tax equity investment enables the partnership to maximize the economics of this project, including tax incentives earned by South Fork in the 12-18 months following the projects' commercial operations dates. In addition, on February 13, 2024, the Company entered into an agreement with Global Infrastructure Partners to sell its interest in the South Fork and Revolution Wind projects. Divesture will significantly lower our risk profile and enhance our balance sheet strength.
- Revolution Wind obtained approval for construction of a 701 MW wind farm by the Department of the Interior.
- Eversource achieved many constructive regulatory outcomes in 2023, including our Massachusetts PBR/Kbar filing approval, which provided for a $105 million base distribution revenue increase and recovery of $16 million in exogenous property taxes; successful storm cost recovery in Massachusetts and New Hampshire, with no disallowances, of $135 million and $45 million, respectively; acceptance in Massachusetts of our comprehensive Grid Modernization regulatory filing and testimony, providing for recovery of our investments; and successful execution of the Massachusetts EV infrastructure program, which led the Massachusetts DPU to approve the next phase of the program, allowing us to move forward with additional investment to expand EV charging capabilities to over 24,000 stations.
- Eversource successfully advanced solar power in Massachusetts through the filing of three additional solar and battery projects at our Area Work Centers in Brockton, Lawrence and Yarmouth.
- We successfully advanced our five remaining DER interconnection upgrades through filings and proceedings in Massachusetts.
- Our Aquarion companies continued to grow the water business by completing the acquisition of Pinehills Massachusetts Water System, as well as the purchase of the Town of New Hartford Connecticut's municipal water and wastewater treatment systems.
- We organized a team of high-level leaders to implement a communication plan which involved substantial outreach

to PURA, legislators, municipal and government officials and other key stakeholders to demonstrate the value Eversource provides in terms of service, system investments and financial contributions.

- Eversource effectively supported its investments in the $300 million Connecticut Electric System Improvement program with no disallowances.
- PURA's Aquarion Rate Case decision resulted in a $2 million rate reduction versus current rates. The Company appealed the decision and received a permanent stay of the decision while the appeal works through the courts. We expect a final ruling in early 2024.
- Construction of our geothermal pilot project in Framingham, Massachusetts is well underway. The project was one of 11 nationwide that will receive federal funding as part of a $13 million geothermal grant initiative announced in late April by the U.S. Department of Energy. This $715,000 award will help us explore the feasibility of expanding our demonstration pilot.
- Eversource developed and submitted several transmission and distribution grant requests to the Federal Department of Energy for clean energy projects in the region worth several million dollars.
- The Company announced in February of 2024 that it will explore the possible sale of the Aquarion companies.

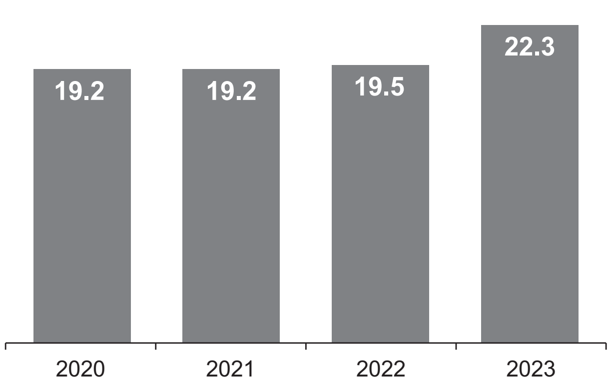
The Committee determined this goal to have attained a 140 percent performance result.

Operational Performance Goals Assessment

- **RELIABILITY PERFORMANCE**: This goal was to increase 2023 months between service interruptions to between 17.7 to 19.7 months. Electric System Reliability, measured by months between interruptions, was top decile in our industry in 2023 and it was the best ever performance on record; customer power interruptions were on average 22.3 months apart. The Committee determined this goal to have attained a 195 percent performance result.

Reliability Performance

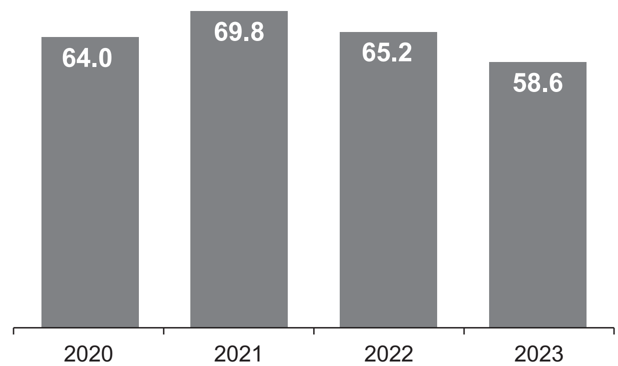
Months Between Interruptions



- **RESTORATION PERFORMANCE:** This goal was to reduce the 2023 average electric system interruption to between 62 to 74 minutes. The average system outage duration in 2023 was 58.6 minutes, which was in the top decile of the utility industry for the fastest restoration time, and it was the best ever performance on record. The Committee determined this goal to have attained a 195 percent performance result.

Restoration Performance

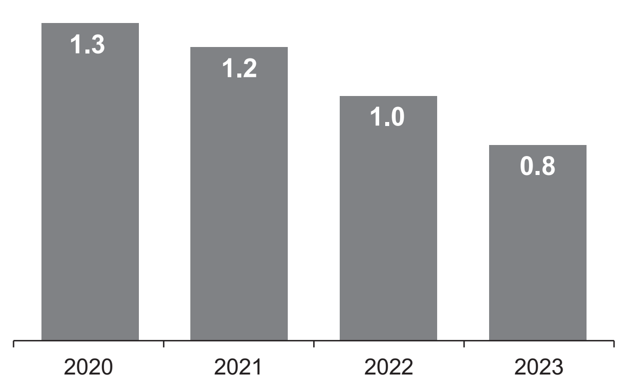
Average Time of Restoration – In Minutes



- **SAFETY:** This goal was to reduce days away, restricted or transferred (DART) per 100 workers defined below, to between 0.9 and 1.35 DART**.** Our safety performance was 0.81 DART, which exceeded the stated goal and continues to improve over previous years. In 2023, the Company used the DART-OSHA method of measurement for both the goal and 2023 results; 2020-2022 results shown in the graph below were converted to the DART-OSHA results method. The strong partnerships that have been developed between Company management and the leadership of our unions continue to assist us in both helping safeguard our employees and in advancing our business initiatives. The Committee determined this goal to have attained a 150 percent performance result.

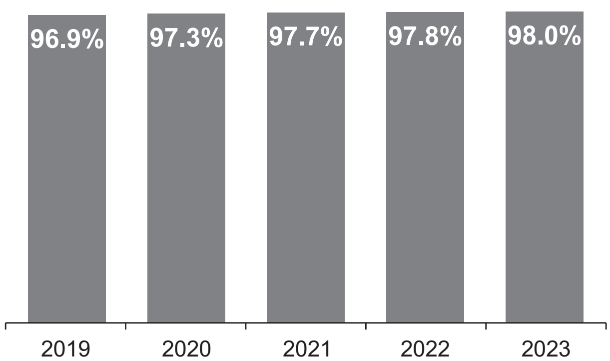
Safety Performance

Days Away Restricted Time (DART)



- **GAS EMERGENCY RESPONSE:** This goal was to achieve on time response to gas customer emergency calls to between 96 and 98 percent of the time. Our 2023 performance was 98.0 percent, which continues to exceed mandated emergency response regulatory requirements. The Committee determined this goal to have attained a 175 percent performance result.

Gas Emergency Response
Percentage of On-Time Responses



- **DIVERSE LEADERSHIP:** This goal was to have between 40.5 percent and 45 percent of new employees and internal promotions into leadership level positions be women and/or persons of col. We continued our successful drive to increase workforce diversity and build a diverse talent pipeline. In 2023 48.1 percent of external hires and internal promotions into leadership roles were women and/or people of color, an increase of 3 percent over 2022 and substantially exceeding the goal. The Committee determined this goal to have attained a 175 percent performance result.
- **SUSTAINABILITY:** This goal was to achieve a sustainability ranking, as calculated below, of 83 to 95 percent. In 2023, we achieved our target range compared to the peer group assessed by two leading sustainability rating firms, MSCI and Sustainalytics, with a combined end of-year ranking of 92.1 percent. In addition, our strong environmental, social and governance performance, including the advancement of our clean energy initiatives, resulted in numerous national and local awards and recognitions noted in this proxy statement. These honors are a result of our deep commitment to corporate responsibility, evidenced by the high ratings we receive from leading sustainability raters. We continue to engage with a strong cross-functional team throughout the Company to advance our sustainability strategy and drive performance that addresses the evolving expectations of our shareholders, customers, employees, regulators and the communities we serve. We continued to position our gas business for long-term success in many areas, including stakeholder engagement, geothermal pilot deployment, advancing RNG/hydrogen supply options, and other methane emission reductions. Eversource reduced its Scope 1 and Scope 2 emissions by 25 percent between. The Committee determined this goal to have attained a 150 percent performance result.
- **ENHANCE THE CUSTOMER EXPERIENCE:** This goal consisted of seven separate initiatives: 1) Continued enhancement and efficient execution of the Emergency & Outage Response Plan and Stakeholder Communications Plans; 2) Successful replacement of the Customer Call Center technology and achievement of milestones established for OMNI-MA Phase II; 3) Replace corporate-wide Electric T & D SCADA System by combining CONVEX and CT SCADA systems into one corporate electric T&D SCADA system; 4) Educate/shape stakeholder expectations regarding the impact of clean energy related issues; 5) Initiate the implementation of the Massachusetts AMI Plan, including Meter Data Management System and communications network coordinated with OMNI; 6) Ensure T & D System and Communication Plans are in place to support potential for electric/gas resource adequacy issues and impacts; and 7) Educate customers regarding impact of energy supply on customer bills.

  Significant success has been achieved in our projects geared towards enhancing and executing the Emergency & Outage Response Plan and Stakeholder Communications Plans.

- We updated the Emergency Communications Plan to incorporate natural gas information and designed and are in the process of implementing a new Emergency Response Organization, led by a new vice president, covering our electric, gas and water operations. Implementation of Eversource's new Call Center Technology has been aligned with our Omni Phase II project, and both projects are on plan.
- T&D's new SCADA system was completed with a successful go-live in Connecticut in June.
- Implementation of our Massachusetts AMI Plan, including Meter Data Management System is on track, and we have redesigned the Connecticut customer bill, which has resulted in improved "ease of understanding" survey results. We also provided leadership to the Connecticut utility group to enhance coordination between gas and electric sectors.
- We implemented an updated monitoring protocol for those storm related electric outages that could negatively impact the operation of our natural gas system, designed and launched customer education programs regarding the impact of supply costs on their bills, and hosted and promoted webinars on energy costs and programs for small business customers.

The Committee determined this goal to have attained a 150 percent performance result.

- **CLEAN ENERGY EXECUTION:** This goal consisted of four separate initiatives: 1) Successfully advance and execute clean energy initiatives, including development of science-based targets, specific transmission interconnection infrastructure goals and achieving state specific goals including grid modernization; 2) Evolve natural gas business to address decarbonization policy objectives, such as advancing the geothermal pilot and hydrogen opportunities; 3) Expand the development of utility owned solar and EV infrastructure; and 4) Continue to execute on the three contracted offshore wind projects until divestiture.
- Eversource has maintained its commitment to providing oversight on the progression of onshore construction for our wind projects. Onshore construction for South Fork Wind was completed as planned in the second quarter of 2023. On March 15, 2024, South Fork Wind became the first fully-operational commercial-scale offshore wind farm in the U.S., with all 12 turbines delivering power to Long Island. On October 31, our joint venture announced that it had taken its Final Investment Decision (FID) on Revolution Wind; this important milestone will enable the project to proceed to full onshore and offshore construction and installation, with an expected project in service in late 2025. This has significantly lowered our risk exposure with the Company's sale process. Sunrise Wind has completed onshore construction readiness assessment in support of our onshore converter station construction start.
- In issuing its Order in the Future of Natural Gas proceeding in December 2023, the Massachusetts DPU noted that Eversource's decarbonization efforts are aligned with the Order.
- We elevated our industry leadership while shaping our decarbonization policy objectives through geo-thermal, hydrogen projects and RNG. Eversource has been identified as a key energy advisor with multiple decarbonization options for critical customers.
- Eversource's geothermal pilot project in Framingham, Massachusetts noted above began construction in June and is expected to be in service by year-end. We are one of 11 companies nationwide that will receive federal funding through a grant by the U.S. Department of Energy to explore the feasibility of expanding this pilot.
- We continued to advance renewable natural gas opportunities, including the Oakridge Dairy Farm project in Ellington, Connecticut.
- Our Science Based Target application was filed with SBTi by the end of 2023, well ahead of the two-year requirement following our commitment made in 2022.
- The Company's 2022 GHG inventory was completed and showed a 15 percent reduction from 2021 and 25 percent reduction from the 2018 baseline year.
- We filed the Company's first Electric Sector Modernization Plan in September of 2023, aimed at proactively upgrading our Massachusetts electric distribution system consistent with long range clean energy and climate mandates of the state.
- Transmission interconnection infrastructure and state specific distribution goals have progressed in 2023. We are working to shape policy initiatives for the future of transmission with the ISO Board, our service territory state governments and FERC staff. Eversource submitted an application to U.S. DOE seeking funding for AMI smart grid concept in Connecticut, including letters of support from DEEP and federal House and Senate staff. PURA issued a draft decision which provides a framework for regulatory review and approval of AMI in CT, including two avenues by which electric delivery companies can seek cost recovery.
- The Company completed a readiness assessment and gap analysis on new SEC climate related reporting requirements.

The Committee determined this goal to have attained a 150 percent performance result.

2023 Annual Incentive Program Performance Assessment

Financial Performance Goals

Category	2023 Goal	Company Performance	Assessment
Earnings Per Share	$4.33 earnings per share	Not Achieved: While earnings per share, excluding costs noted on Exhibit A, equaled $4.34 per share and 6.1% growth over 2022, the Committee deemed the goal to have not been achieved. Please see page 50 of this proxy statement for additional information.	0%
Dividend Growth	Increase dividend beyond industry average	Achieved: Increased dividend to $2.70 per share, a $0.15 increase and 5.9% growth over 2022, exceeding the industry median of 5.4% and consistent with our long-range plan and management guidance. Please see page 51 of this proxy statement for additional information.	160%
Strategic Initiatives and Regulatory Outcomes	Advancement of key strategic projects and regulatory outcomes	Achieved: This goal consisted of five initiatives: 1) Maximize investment in offshore wind divesture; 2) Constructive regulatory outcomes; 3) Continue to grow the water business; 4) Successfully advance DER projects; and 5) Secure additional clean energy funding. A full description of the goal and the results of the goal are set forth on pages 51 and 52 of this proxy statement.	140%
Weightings = Earnings Per Share – 60%; Dividend Growth – 10%; Strategic Growth Initiatives – 30%			

Operational Performance Goals

Category	2023 Goal	Company Performance	Assessment
Reliability – Average Months Between Interruptions (MBI)	MBI of within 17.7 to 19.7 months	Exceeded: MBI = 22.3 months. At the top level of the performance goal's range and in the top decile of the industry peer group and our best performance on record. Please see page 52 of this proxy statement for addition information.	195%
Average Restoration Duration (SAIDI)	SAIDI of 62 to 74 minutes	Exceeded: SAIDI = 58.6 minutes. At the top level of the performance range, in the top decile of the industry group as measured by recognized industry standards and our best performance on record. Please see page 52 of this proxy statement for additional information.	195%
Safety Rate (Days Away Restricted Time (DART))	0.9 – 1.35 DART	Exceeded: 0.8 DART – Substantially better than the performance goal range and industry and improving year after year. Please see pages 52 and 53 of this proxy statement for additional information.	150%
Gas Service Response	96% – 98% on time responses	Exceeded: 98.0% – Performance met or exceeded all regulatory requirements, and at the top of the level of the performance goal range. Please see page 53 of this proxy statement for additional information.	175%

Category	2023 Goal	Company Performance	Assessment
Diverse Leadership	40.5% – 45.5% diverse hires or promotions of leadership level	Exceeded: 48.1% – 191 out of 397 of our promotions and hires were women and/or people of color. Please see page 53 of this proxy statement for additional information.	175%
Sustainability Ranking	83rd – 95th percentile vs. US peer companies	Achieved: At the 92.1st percentile, Eversource performance was first quartile; the Company also received numerous recognitions and awards acknowledging sustainability excellence in 2023. Please see page 53 of this proxy statement for additional information.	150%
Enhance the Customer Experience	Success in advancing important customer initiatives	Achieved. This goal consisted of seven initiatives: 1) Execution of the Emergency & Outage Response Plan and Stakeholder Communications Plans; 2) Replacement of the Customer Call Center Technology and achievement of milestones established for OMNI-MA Phase II; 3) Replacement of corporate-wide Electric T & D SCADA System 4) Further education of stakeholders regarding the impact of clean energy; 5) Initiation of the implementation of MA AMI Plan, including Meter Data Management System and communications network coordinated with OMNI; 6) Ensuring T & D System and Communication Plans support potential for resource adequacy issues and impacts; and 7) Educating customers regarding impact of energy supply on customer bills. A full description of the goal and its results are set forth on pages 53 and 54 of this proxy statement.	150%
Clean Energy Execution	Execute important clean energy initiatives	Achieved. This goal consisted of four initiatives: 1) Develop science-based targets, specific transmission interconnection infrastructure and related goals; 2) Evolve gas business to address decarbonization policy objectives; 3) Expand the development of utility owned solar and EV infrastructure; and 4) Continue to execute on the three contracted offshore wind projects until divestiture. A full description of the goal and its results are set forth on page 54 of this proxy statement.	150%
Weightings = Reliability – 25%; Restoration – 25%; Safety, Gas Response, Diversity, Sustainability and Key Initiatives – 50%			

Performance Goals Assessment

Financial Performance at 58% (weighted 70%)	41%
Operational Performance at 177% (weighted 30%)	53%
Overall Performance	94%

Additional Factors

The following important financial, strategic, environmental, and customer-focused results were also considered by the Committee in assessing overall financial and operational performance:

- *Newsweek* magazine recognized Eversource for the fourth year in a row in its list of the Most Responsible Companies and as the top utility company in its 2023 ranking. This listing determines the most responsible companies based on their corporate social sustainability performance and reputation.
- *Newsweek* also included Eversource in its list of America's Greatest Workplaces for 2023.
- Eversource was included in *USA Today's* ranking of America's Climate Leaders 2023, which includes the top 400 companies based on reductions in emissions intensity.
- The Company again ranked in the top 100 of America's Most Just Companies for 2023 by *JUST Capital and CNBC* for our ESG leadership. The Company was named the number six utility and was ranked 83rd overall.
- The Company was named to the 2023 Bloomberg Gender-Equity Index for the fourth time, recognizing companies that demonstrate a commitment for advancing women's equity.
- Eversource was recognized for the fourth year in a row by the U.S. Department of Labor as a HIRE Vets Medallion Award recipient for our commitment to recruiting, employing, and retaining veterans.
- For the third year in a row, the Company was named the top energy efficiency provider in the country for our Massachusetts programs by the *American Council For an Energy Efficient Economy.*
- The Company again received an Energy Star Partner of the Year Sustained Excellence award from the U.S. EPA and DOE for its leadership in energy efficiency solutions.
- Eversource was again included in *Healthiest Employer's* list of the Healthiest 100 Workplaces in America for our commitment to workplace wellness and exceptional health benefits.
- Eversource received 10 awards in the 2023 competition run by the *Utility Communicators International Group*.
- Eversource was named the Number 1 energy company on *Barron's* 2023 100 Most Sustainable Companies list. *Barron's* based its list on performance indicators that address environmental, social and governance matters.
- Our 2023 charitable giving and economic development impact totaled $21.1 million, including major event lead sponsorships for the Eversource Walk for Children's Hospital of Boston, Eversource Walk and 5K Run for Easterseals New Hampshire, Mass General Cancer Center/Eversource Every Day Amazing Race, Eversource Hartford Marathon, Travelers Championship, and Special Olympics in Connecticut and New Hampshire.

Individual Performance Factors Considered by the Committee

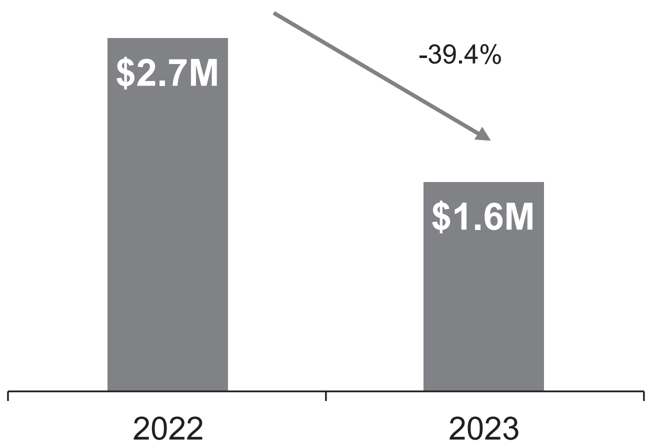
It is the Committee's philosophy to provide incentives for Company executives to work together as a highly effective, integrated team to achieve or exceed the financial, operational, safety, customer, sustainability, strategic and diversity goals and objectives. The Committee also reviews and assesses individual executive performance. The Committee based the annual incentive payments on team performance and the Committee's assessment of each executive's individual performance in supporting the performance goals, additional achievements, and overall Company results. With respect to the Chief Executive Officer, the Committee and the independent Trustees assessed his performance.

Based on the recommendations of the Chief Executive Officer as to executives other than himself, the Committee approved annual incentive program payments for the active Named Executive Officers noted in the Summary Compensation Table at 94 percent of target. These payments reflected the individual and team contributions of those Named Executive Officers in achieving the goals and the additional accomplishments and the overall performance of the Company. In making the awards, the Compensation Committee was mindful of our 2023 stock price performance; 2023 annual incentive payouts were 40 percent less than 2022.

In determining Mr. Nolan's annual incentive payment of $1,630,000, which was 94 percent of target, compared to 166 percent of target in 2022, and which reflects his and the Company's good 2023 performance, the Committee and the Board considered the totality of the Company's success in accomplishing the goals set by the Committee and Mr. Nolan's performance in leading the Company towards a successful year overall, in managing the difficult exit from our offshore wind business, in the Company's continuing efforts in all areas of sustainability and social responsibility, and in overcoming several challenges resulting from substantial storm and employee-related expenses, and the continuing impacts of interest rate hikes, high inflation and supply chain issues.

As the graph set forth below for our Chief Executive Officer shows, the Committee eliminated all of the potential payout with respect to the EPS-based goal within our annual incentive plan, resulting in a below-target payout.

CEO Annual Incentive
2022 v 2023



2023 & 2022 Annual Incentive Program Awards

Named Executive Officer	2023 Award	2022 Award	Year-over-Year Change	Year Over Year Change (%)
Joseph R. Nolan, Jr.	$1,630,000	$2,688,000	$-1,058,000	-39.4%
John M. Moreira	564,000	900,000	-336,000	-37.3%
Gregory B. Butler	468,000	720,000	-252,000	-35.0%
Christine M. Carmody	378,000	720,000	-342,000	-47.5%
James W. Hunt, III(1)	368,000	—	—	—
Werner J. Schweiger(2)	—	1,050,000	—	—

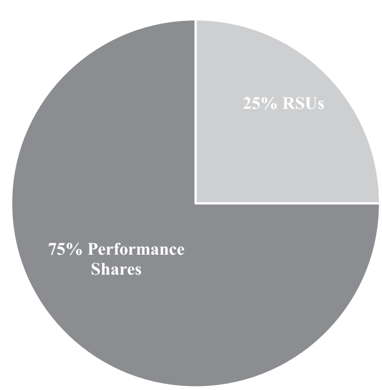
(1) Mr. Hunt was not a Named Executive Officer in 2022.

(2) Mr. Schweiger retired during 2023 and was not eligible for an Annual Incentive Plan award for 2023.

Long-Term Incentive Program

Our long-term incentive program is intended primarily to focus on the Company's longer-term strategic goals and to also help retain our executives. A new three-year program commences every year. Performance Shares are designed to reward long-term achievements as measured against pre-established performance measures. RSUs are designed to provide executives with an incentive to increase the value of the Company's common shares in alignment with shareholder interests, while also serving as a retention component for executive talent. We believe these compensation elements create a focus on continued Company and share price growth to further align the interests of our executives with the interests of our shareholders.

Long-Term Incentive Program



Performance Share Grants

General

Performance Shares are designed to reward future financial performance, measured by long-term earnings growth and shareholder returns over a three-year performance period, therefore aligning executive compensation with performance. Performance Shares are granted as a target number of Eversource Energy common shares. The number of Performance Shares is determined by dividing the target grant value in dollars by the average daily closing prices of Eversource common shares on the New York Stock Exchange for the ten business days preceding the grant date and rounding to the nearest whole share. Until the end of the performance period, the value of dividends that would have been paid with respect to the Performance Shares had the Performance Shares been actual common shares are deemed to be invested in additional Performance Shares, which remain at risk and are not distributed until actual performance for the period is determined and vesting takes place.

Performance Shares under the 2023 – 2025, 2022 – 2024 and 2021 – 2023 Programs

For the 2023 – 2025 Program, the Committee determined it would continue to measure performance using the following objective, formulaic method: (i) average diluted earnings per share growth (EPSG); and (ii) relative total shareholder return (TSR) measured against the performance of companies that comprise the EEI Index. As in previous years, the Committee selected EPSG and TSR as performance measures because the Committee continues to believe that they are generally recognized as the best indicators of overall corporate performance. The Committee considers it a best practice to use a combination of relative and absolute metrics, with absolute EPS growth serving as a key input to shareholder value and relative TSR serving as the output.

The number of Performance Shares awarded at the end of the three-year period ranges from zero percent to 200 percent of target, depending on EPSG and relative TSR performance as set forth in the performance matrices below. Performance Share grants are based on a percentage of annualized base salary at the time of the grant and are measured in dollars. The target number of shares under the 2023-2025 Program for our Named Executive Officers ranged from 105 percent to 424 percent of base salary. Vesting at 100 percent of target occurs at various combinations of EPSG and TSR performance as set forth in the chart that follows. In addition, the value of any performance shares that actually vest may increase or decrease over the vesting period based on the Company’s share price performance. The number of performance shares granted at target were approved as set forth in the table below. The Committee and the independent members of the Board determined the Performance Share grants for the Chief Executive Officer. Based on input from the Chief Executive Officer, the Committee determined the Performance Share grants for each of the other executive officers, including the other Named Executive Officers. For all three programs, the Committee used the same performance measures of EPSG and TSR.

The performance chart set forth below describes how the Performance Share payout was determined under the 2021 – 2023 Program and how the Performance Share payout will be determined under the 2022 – 2024 Program and the 2023 – 2025 Program. Three-year average EPSG is cross-referenced with the actual three-year TSR percentile to determine actual performance share payout as a percentage of target.

2021 – 2023, 2022 – 2024 and 2023 – 2025 Long-Term Incentive Program Performance Share Potential Payout

Three-Year Average EPS Growth	Three-Year Relative Total Shareholder Return Percentiles									
	Below 10th	20th	30th	40th	50th	60th	70th	80th	90th	Above 90th
10.0%	110%	120%	130%	140%	150%	160%	170%	180%	190%	200%
9.0%	100%	110%	120%	130%	140%	150%	160%	170%	180%	190%
8.0%	90%	100%	110%	120%	130%	140%	150%	160%	170%	180%
7.0%	80%	90%	100%	110%	120%	130%	140%	150%	160%	170%
6.0%	70%	80%	90%	100%	110%	120%	130%	140%	150%	160%
5.0%	60%	70%	80%	90%	100%	110%	120%	130%	140%	150%
4.0%	40%	50%	70%	80%	90%	100%	110%	120%	130%	140%
3.0%	20%	40%	60%	70%	80%	90%	100%	110%	120%	130%
2.0%	—	10%	40%	60%	70%	80%	90%	100%	110%	120%
1.0%	—	—	20%	30%	50%	60%	80%	80%	100%	110%
0.0%	—	—	—	10%	20%	30%	40%	50%	60%	70%
Below 0%	—	—	—	—	10%	20%	30%	40%	50%	60%

2023 – 2025 Long-Term Incentive Program Performance Share Grants at Target

Named Executive Officer	Performance Share Grant
Joseph R. Nolan, Jr.	70,177
John M. Moreira	16,760
Gregory B. Butler	11,918
Christine M. Carmody	9,618
James W. Hunt, III	6,974
Werner J. Schweiger	18,259

Results of the 2021 – 2023 Performance Share Program

The 2021 – 2023 Program was completed on December 31, 2023. Due to our disappointing stock price performance over the period, our 2021-2023 performance share payouts were meaningfully below target at 70 percent, or 35 percent below prior year levels. Specifically, the actual performance level achieved under the Program was a three-year average adjusted EPS growth of 6.0 percent and a three-year total shareholder return at the 8th percentile, which, when interpolated in accordance with the criteria established by the Committee, resulted in vesting performance share units at 70 percent of target. 2021, 2022 and 2023 non-GAAP earnings per share, as described in Exhibit A, were the basis for performance level assessment determined by the Committee at its January 31, 2024 meeting. At that meeting, the Committee confirmed that the actual results achieved were calculated in accordance with established performance criteria. The number of Performance Shares awarded to the Named Executive Officers were approved as set forth in the table below. While this was a disappointing result, the payouts demonstrate the pay/performance alignment of our long-term incentive program.

2021 – 2023 Long-Term Incentive Program Performance Share Awards

Named Executive Officer	Performance Share Award
Joseph R. Nolan, Jr.	9,147
John M. Moreira	2,139
Gregory B. Butler	7,897
Christine M. Carmody	6,378
James W. Hunt, III	2,064
Werner J. Schweiger	9,243

Restricted Share Units (RSUs)

General

Each RSU granted under the long-term incentive program entitles the holder to receive one common share at the time of vesting. All RSUs granted under the long-term incentive program vest in equal annual installments over three years. RSU holders are eligible to receive reinvested dividend units on outstanding RSUs held by them to the same extent that dividends are declared and paid on our common shares. Reinvested dividend equivalents are accounted for as additional RSUs that accrue and are distributed with the common shares issued upon vesting of the underlying RSUs. Common shares, including any additional common shares in respect of reinvested dividend equivalents, are not issued for any RSUs that do not vest.

The Committee determined RSU grants for each executive officer participating in the long-term incentive program. RSU grants are based on a percentage of annualized base salary at the time of the grant. In 2023, the percentage used for each Named Executive Officer was based on their position in the Company and ranged from 35 percent to 141 percent of base salary. The Committee reserves the right to increase or decrease the RSU grant from target for each executive officer under exceptional circumstances. The Committee and all other independent members of the Board determined the RSU grants for the Chief Executive Officer. Based on input from our Chief Executive Officer, the Committee determined the RSU grants for each of the other executive officers, including the other Named Executive Officers.

All RSUs are granted on the date of the Committee meeting at which they are approved. RSU grants are subsequently converted from a percent of salary into common share equivalents by dividing the value of each grant by the average closing price for our common shares over the ten trading days prior to the date of the grant. RSU grants at 100 percent of target were approved as set forth in the table below.

	RSU Grants		
Named Executive Officer	**2021**	**2022**	**2023**
Joseph R. Nolan, Jr.	3,944	18,290	23,392
John M. Moreira[(1)]	—	970	5,587
Gregory B. Butler	3,404	3,580	3,973
Christine M. Carmody	2,749	2,891	3,206
James W. Hunt, III[(2)]	—	—	2,325
Werner J. Schweiger	4,782	5,030	6,086

(1) Mr. Moreira was not a Named Executive Officer in 2021.

(2) Mr. Hunt was not a Named Executive Officer in 2021 and 2022.

Clawback Policies

In October 2023, the Compensation Committee and the Board of Trustees voted to adopt, in compliance with new SEC regulations, a comprehensive Executive Clawback Policy. The Policy, which applies to all of the Company's current executive officers and its Chief Accounting Officer, requires the recoupment of all Incentive Based Compensation deemed to have been awarded erroneously as a result of an Accounting Restatement, as such terms are defined by the Policy and the regulations. The Executive Clawback Policy is included as an Exhibit to the Company's Form 10-K filed with the SEC on February 14, 2024.

In addition to the Executive Clawback Policy, the terms relating to the recovery of incentive compensation as are set forth in the Company's 2018 Incentive Plan, which are applicable to all Plan participants, additionally call for the recoupment to the Company of compensation in the event of a willful material violation of our Code of Business Conduct or material corporate policy or the breach of a material covenant in an employment agreement.

No Hedging and No Pledging Policy

We have a long-standing policy prohibiting the purchase of any financial instruments or otherwise entering into transactions designed to have the effect of hedging or offsetting any decrease in the value of our common shares or other equity securities of the Company or its subsidiaries by our Trustees and executives, including exchange-traded options to purchase or sell securities of the Company (so-called "puts" and "calls") or financial instruments that are designed to hedge or offset any decrease in the market value of securities of the Company (including, but not limited to, prepaid variable forward contracts, equity swaps, collars and exchange funds). This policy also prohibits short sales, the holding of any Company common shares in a margin account, borrowing shares, selling future securities that establish a position that increases in value as the value of the Company's stock decreases, or pledging the Company's common shares. The policy applies to Trustees and executives but not to non-executives and does not apply to broad-based index funds or similar transactions.

Share Ownership Guidelines and Retention Requirements

The Committee has approved share ownership guidelines to further emphasize the importance of share ownership by our officers. As indicated in the table below, the guidelines call for the Chief Executive Officer to own common shares equal to six times base salary, executive vice presidents to own a number of common shares equal to three times base salary, senior vice presidents to own common shares equal to two times base salary, and all other officers to own a number of common shares equal to one to one and one-half times base salary. Officers and Trustees may only transact in Eversource Energy common shares during approved trading windows and are subject to continuing compliance with our share ownership guidelines.

Executive Officer	Base Salary Multiple
Chief Executive Officer	6
Executive Vice Presidents	3
Operating Company Presidents/ Senior Vice Presidents	2
Vice Presidents	1-1.5

We require that our officers attain these ownership levels within five years after election or promotion. All of our officers, including the Named Executive Officers, have either satisfied the share ownership guidelines or are expected to satisfy them within the applicable timeframe. Common shares, whether held of record, in street name, or in individual 401(k) accounts, and RSUs satisfy the ownership requirements. Unvested performance shares do not count toward satisfying the ownership guidelines. In addition to the share ownership guidelines noted above, all officers must hold the net shares awarded under the Company's incentive compensation plan until the share ownership guidelines have been met.

Other Benefits

Retirement Benefits

The Company provides a qualified defined benefit pension program for certain officers, which is a final average pay program subject to tax code limits. Because of such limits, we also maintain a supplemental non-qualified pension program. Benefits are based on base salary and certain incentive payments, which is consistent with the goal of providing a retirement benefit that replaces a percentage of pre-retirement income. The supplemental program compensates for benefits barred by tax code limits, and generally provides (together with the qualified pension program) benefits equal to approximately 60 percent of pre-retirement compensation (approximately 50 percent of such compensation for Mr. Butler). The supplemental program was discontinued in 2012 for newly elected officers.

For certain participants, the benefits payable under the Supplemental Non-Qualified Pension Program differ from those described above. The program benefit payable to Mr. Schweiger is fully vested and is further reduced by benefits he is entitled to receive under previous employers' retirement plans.

Also see the narrative accompanying the "Pension Benefits" table and accompanying notes for more detail on the above program.

401(k) Benefits

The Company offers a qualified 401(k) program for all employees, including executives, subject to tax code limits. After applying these limits, the program provides a match of 50 percent of the first eight percent of eligible base salary, up to a maximum of $13,200 per year for Messrs. Nolan, Moreira, Hunt, and Ms. Carmody. For Mr. Butler, the program provides a match of 100 percent of the first three percent of eligible base salary, up to a maximum of $9,900 per year.

Deferred Compensation

The Company offers a non-qualified deferred compensation program for our executives. In 2023, the program allowed deferral of up to 100 percent of base salary, annual incentives and long-term incentive awards. The program allows participants to select investment measures for deferrals based on an array of deemed investment options (including certain mutual funds and publicly traded securities).

The Non-Qualified Deferred Compensation Table and accompanying notes provide additional details on the above program.

Perquisites

The Company provides executives with limited financial planning and vehicle leasing benefits and access to tickets to sporting events. The current level of perquisites does not factor into decisions on total compensation.

Contractual Agreements

We currently maintain contractual agreements and programs with certain executives that provide for potential compensation in the event of certain terminations, including termination following a Change in Control. These agreements and programs were made to attract and retain high quality executives and to ensure executive focus on Company business during the period leading up to a potential Change in Control. The agreements are "double-trigger" agreements that provide executives with compensation in the event of a Change in Control followed by termination of employment due to one or more of the events set forth in the agreements, while still providing an incentive to remain employed with the Company for the transition period that follows.

Under the agreements and programs, certain compensation is generally payable if, during the applicable change in control period, the executive is involuntarily terminated (other than for cause) or terminates employment for "good reason." These agreements and programs are described more fully in the Tables following this CD&A under "Payments Upon Termination."

Tax and Accounting Considerations

Section 162(m) of the Internal Revenue Code precludes a public company from taking an income tax deduction in any one year for compensation in excess of $1 million payable to its named executive officers who are employed on the last day of the fiscal year unless certain specific performance goals are satisfied. Until January 1, 2018, there was an exception to the $1 million limitation for performance-based compensation meeting certain requirements. This exception was repealed, effective for taxable years beginning after December 31, 2017 and the limitation on deductibility generally was expanded to include all Named Executive Officers. As a result, compensation paid to the Named Executive Officers in excess of $1 million per officer will not be deductible unless it qualifies for transition relief applicable to certain arrangements in place as of and not modified after November 2, 2017.

The Committee believes that the availability of a tax deduction for forms of compensation should be one of many factors taken into consideration of providing market-based compensation to attract and retain highly qualified executives. The Committee believes it is in the Company's best interests to retain discretion to make compensation awards, whether or not deductible.

The Company has adopted the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718, *Compensation-Stock Compensation*. In general, the Company and the Committee do not consider accounting considerations in structuring compensation arrangements.

Equity Grant Practices

Equity awards noted in the compensation tables are made annually at the late January or early February meetings of the Compensation Committee (subject to further approval by all of the independent members of the Board of Trustees of the Chief Executive Officer's award) when the Committee also determines base salary, annual incentive opportunities, long-term incentive compensation grants, and annual and long-term performance plan awards. The date of this meeting is chosen at least a year in advance, and therefore awards are not coordinated with the release of material non-public information.

Compensation Committee Report

The Compensation Committee of the Board of Trustees has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of the SEC's Regulation S-K with management. Based on this review and discussion, the Compensation Committee has recommended to the Board of Trustees that the Compensation Discussion and Analysis be included in the 2024 proxy statement.

The Compensation Committee

William C. Van Faasen, Chair
Francis A. Doyle
John Y. Kim
David H. Long
Daniel J. Nova
Frederica M. Williams

February 13, 2024

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The table below summarizes the total compensation paid or earned by our principal executive officer (Mr. Nolan), our principal financial officer (Mr. Moreira), the three other most highly compensated executive officers in 2023, and Mr. Schweiger, who served as Executive Vice President and Chief Operating Officer for a portion of 2023, determined in accordance with the applicable SEC disclosure rules (collectively, the Named Executive Officers). As explained in the tables and footnotes below, the amounts reflect the economic benefit to each Named Executive Officer of the compensation item paid or accrued on their behalf for the fiscal year ended December 31, 2023 in accordance with such rules. All salaries, annual incentive amounts and long-term incentive amounts shown for each Named Executive Officer were paid for all services rendered to the Company and its subsidiaries, in all capacities.

Name and Principal Position	Year	Salary	Stock Awards(5)	Non-Equity Incentive Plan(6)	Change in Pension Value and Non-Qualified Deferred Earnings(7)	All Other Compensation(8)	SEC Total	Adjusted SEC Total(9)
Joseph R. Nolan, Jr.	2023	1,325,001	8,018,396	1,630,000	7,832,472	79,708	18,885,577	11,053,105
Chairman, President and Chief Executive Officer	2022	1,273,078	6,825,923	2,688,000	2,143,443	28,690	12,959,134	10,815,691
	2021	1,004,424	1,441,650	2,250,000	1,705,782	65,222	6,467,078	4,761,296
John M. Moreira(1)	2023	721,156	1,915,025	564,000	981,136	27,436	4,208,753	3,227,617
Executive Vice President, Chief Financial Officer and Treasurer	2022	543,056	362,099	900,000	419,646	12,200	2,237,001	1,817,355
Gregory B. Butler	2023	703,421	1,361,778	468,000	55,219	13,652	2,602,071	2,546,852
Executive Vice President and General Counsel	2022	685,387	1,335,961	720,000	—	12,106	2,753,454	2,753,454
	2021	670,002	1,244,544	700,000	2,611,448	11,656	5,327,650	2,626,202
Christine M. Carmody(2)	2023	570,578	1,098,953	378,000	1,127,123	22,192	3,196,846	2,069,723
Executive Vice President-Human Resources and Information Technology	2022	553,808	1,078,826	720,000	—	20,583	2,373,218	2,373,218
	2021	541,001	1,005,122	650,000	645,323	19,983	2,861,429	2,216,106
James W. Hunt, III(3) Executive Vice President-Corporate Relations and Sustainability and Secretary	2023	636,462	796,877	368,000	230,842	25,250	2,057,432	1,826,590
Werner J. Schweiger(4)	2023	506,658	2,086,246	—	—	20,700	2,613,604	2,613,604
Retired Executive Vice President and Chief Operating Officer	2022	787,693	1,877,101	1,050,000	—	20,589	3,735,383	3,735,383
	2021	770,001	1,748,151	1,000,000	852,718	19,989	4,390,859	3,538,141

(1) Mr. Moreira was not a Named Executive Officer in 2021.

(2) Ms. Carmody retired from this position effective January 8, 2024 and will serve as an advisor to the Company until later this year.

(3) Mr. Hunt was not a Named Executive Officer in 2022 or 2021.

(4) Mr. Schweiger retired effective July 1, 2023.

(5) RSUs were granted to each Named Executive Officer in 2023 as long-term compensation, which vest in equal annual installments over three years. Each of the Named Executive Officers was also granted performance shares as long-term incentive compensation. These performance shares will vest based on the extent to which the performance conditions described in the CD&A are achieved as of December 31, 2025. The grant date fair values for the performance shares, assuming achievement of the highest level of both performance conditions, are as follows: Mr. Nolan: $9,034,587; Mr. Moreira: $2,157,682; Mr. Butler: $1,543,323; Ms. Carmody: $1,238,221; Mr. Hunt: $897,833; and Mr. Schweiger: $2,350,664.

Holders of RSUs and performance shares are eligible to receive dividend equivalent units on outstanding awards to the same extent that dividends are declared and paid on our common shares. Dividend equivalent units are accounted for as additional common shares that accrue and are distributed simultaneously with those common shares that are issued upon vesting of the underlying RSUs and performance shares. No dividends are paid unless and until the underlying shares vest.

(6) Consists of payments to the Named Executive Officers under the 2023 Annual Incentive Program. Mr. Schweiger retired during 2023 and was not eligible to receive an Annual Incentive Plan award for 2023.

(7) Includes the actuarial increase in the present value from December 31, 2022 to December 31, 2023 of the Named Executive Officers' accumulated benefits under all of our defined benefit pension programs and agreements, determined using interest rate and mortality rate assumptions consistent with those appearing in the footnotes to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023. The Named

Executive Officer may not be fully vested in such amounts. More information on this topic is set forth in the Pension Benefits table. There were no above-market earnings in deferred compensation value during 2023, as the terms of the Deferred Compensation Plan provide for market-based investments, including Eversource Energy common shares. Please see pages 69 and 70.

(8) Includes matching contributions allocated by us to the accounts of Named Executive Officers under the 401k Plan as follows: $13,200 for each of Messrs. Nolan, Hunt, Moreira, Schweiger and Ms. Carmody, and $9,900 for Mr. Butler. For Mr. Nolan, the value shown includes financial planning services valued at $12,000; $10,440, representing the value in 2023 of a Company-owned vehicle provided to Mr. Nolan; and $44,068 for home security systems provided in accordance with the Company's security protocols. For Mr. Moreira, the value shown includes financial planning services valued at $5,000 and $9,236, representing the value in 2023 of a Company-owned vehicle provided to Mr. Moreira. For Mr. Hunt, the value shown includes financial planning services valued at $5,000 and $7,050, representing the value in 2023 of a Company-owned vehicle provided to Mr. Hunt. None of the other Named Executive Officers received perquisites valued in the aggregate in excess of $10,000.

(9) The amounts in the Adjusted SEC Total column reflect an adjustment to the total compensation reported in the column marked SEC Total. The Adjusted SEC Total subtracts the actuarial change in pension value disclosed in the column titled "Change in Pension Value and Non-Qualified Deferred Earnings" as further described in footnote 7 above in order to reflect compensation earned during the year by the executive without consideration of pension benefit impacts. The amounts in this column differ from, and are not a substitute for, the amounts noted in the SEC Total. Also see Realizable Pay chart and narrative on pages 37 and 38.

GRANTS OF PLAN-BASED AWARDS DURING 2023

The Grants of Plan-Based Awards Table below provides information on the range of potential payouts under all incentive plan awards during the fiscal year ended December 31, 2023. The table also discloses the underlying equity awards and the grant date for equity-based awards. We have not granted any stock options since 2002.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards(1)			All Other Stock Awards: Number of Shares of Stock or Units (#)(2)	Grant Date Fair Value of Stock and Option Awards ($)(3)
		Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)		
Joseph R. Nolan, Jr.									
Annual Incentive(4)	02/01/23	$867,000	$1,734,000	$3,468,000	—	—	—	—	—
Long-Term Incentive(5)	02/01/23	—	—	—	—	70,177	140,354	23,392	$8,018,396
John M. Moreira									
Annual Incentive(4)	02/01/23	300,000	600,000	1,200,000	—	—	—	—	—
Long-Term Incentive(5)	02/01/23	—	—	—	—	16,760	33,520	5,587	1,915,025
Gregory B. Butler									
Annual Incentive(4)	02/01/23	249,000	498,000	996,000	—	—	—	—	—
Long-Term Incentive(5)	02/01/23	—	—	—	—	11,918	23,836	3,973	1,361,778
Christine M. Carmody									
Annual Incentive(4)	02/01/23	201,000	402,000	804,000	—	—	—	—	—
Long-Term Incentive(5)	02/01/23	—	—	—	—	9,618	19,236	3,206	1,098,953
James W. Hunt, III									
Annual Incentive(4)	02/01/23	160,000	321,000	642,000	—	—	—	—	—
Long-Term Incentive(5)	02/21/23	—	—	—	—	6,974	13,948	2,325	796,877
Werner J. Schweiger									
Annual Incentive	02/01/23	—	—	—	—	—	—	—	—
Long-Term Incentive(5)	02/01/23	—	—	—	—	18,259	36,518	6,086	2,086,246

(1) Reflects the number of performance shares granted to each of the Named Executive Officers on February 1, 2023 under the 2023 – 2025 Long-Term Incentive Program. Performance shares were granted subject to a three-year Performance Period that ends on December 31, 2025. At the end of the Performance Period, common shares will be awarded based on actual performance results as a percentage of target, subject to reduction for applicable payroll withholding taxes. Holders of performance shares are eligible to receive dividend equivalent units on outstanding performance shares awarded to them to the same extent that dividends are declared and paid on our common shares. Dividend equivalent units are accounted for as additional common shares that accrue and are distributed simultaneously with the number of common shares underlying the performance shares that are actually awarded. No dividends are paid unless and until the underlying shares vest.

(2) Reflects the number of RSUs granted to each of the Named Executive Officers on February 1, 2023 under the 2023 – 2025 Long-Term Incentive Program. RSUs vest in equal installments on February 1, 2024, 2025 and 2026. We will distribute common shares with respect to vested RSUs on a one-for-one basis following vesting, after reduction for applicable payroll withholding taxes. Holders of RSUs are eligible to receive dividend equivalent units on outstanding RSUs awarded to them to the same extent that dividends are declared and paid on our common shares. Dividend equivalent units are accounted for as additional common shares that accrue and are distributed simultaneously with those common shares actually distributed in respect of the underlying RSUs. No dividends are paid unless and until the underlying shares vest.

(3) Reflects the grant date fair value, determined in accordance with FASB ASC Topic 718, of RSUs and performance shares granted to the Named Executive Officers on February 1, 2023 under the 2023 – 2025 Long-Term Incentive Program.

(4) The threshold payment under the Annual Incentive Program is 50 percent of target. The actual payments in 2024 for performance in 2023 are set forth in the Non-Equity Incentive Plan column of the Summary Compensation Table and in the CD&A.

(5) Reflects the range of potential payouts, if any, pursuant to performance share awards under the 2023 – 2025 Long-Term Incentive Program, as described in the CD&A.

OUTSTANDING EQUITY GRANTS AT DECEMBER 31, 2023

The following table sets forth RSU and performance share grants outstanding at the end of our fiscal year ended December 31, 2023 for each of the Named Executive Officers. There are no outstanding options.

	Stock Awards[1]			
Name	Number of Shares or Units of Stock That Have Not Vested (#)[2]	Market Value of Shares or Units of Stock That Have Not Vested ($)[3]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)[4]	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)[5]
Joseph R. Nolan, Jr.	38,480	2,374,981	143,477	8,855,431
John M. Moreira	6,778	418,361	23,377	1,442,854
Gregory B. Butler	7,867	485,550	34,839	2,150,247
Christine M. Carmody	6,351	392,007	28,128	1,736,067
James W. Hunt, III	4,056	250,349	16,114	994,540
Werner J. Schweiger	—	—	40,530	2,501,497

(1) Awards and market values of awards appearing in the table and the accompanying notes have been rounded to whole units.

(2) A total of 27,326 unvested RSUs vested on February 15, 2024 (Mr. Nolan: 15,942; Mr. Moreira: 2,597; Mr. Butler: 3,871; Ms. Carmody: 3,125; and Mr. Hunt: 1,791); A total of 22,991 unvested RSUs will vest on February 15, 2025 (Mr. Nolan: 14,505; Mr. Moreira: 2,262; Mr. Butler: 2,632; Ms. Carmody: 2,125; and Mr. Hunt: 1,467). A total of 13,215 unvested RSUs will vest on February 15, 2026 (Mr. Nolan: 8,032; Mr. Moreira: 1,919; Mr. Butler: 1,365; Ms. Carmody: 1,101;and Mr. Hunt: 798).

For Mr. Schweiger, a total of 2,363 unvested RSUs vested on July 1, 2023.

(3) The market value of RSUs is determined by multiplying the number of RSUs by $61.72, the closing price of Eversource Energy common shares on December 29, 2023, the last trading day of the year.

(4) Reflects the target payout level for performance shares granted under the 2021 – 2023 Program, the 2022 – 2024 Program and the 2023 – 2025 Program.

The performance period for the 2021 – 2023 Program ended on December 31, 2023. Actual awards under that program are set forth in the CD&A under the "Results of the 2021 – 2023 Performance Share Program."

The performance share awards for 2022 – 2024 Program and the 2023 – 2025 Program will be based on actual performance results as a percentage of target, subject to reduction for applicable payroll withholding taxes. As described more fully under "Performance Shares" in the CD&A and footnote (1) to the Grants of Plan-Based Awards table, performance shares will vest following a three-year performance period based on the extent to which the two performance conditions are achieved. Under the 2022 – 2024 Program, a total of 87,983 performance shares (including accrued dividend equivalents) will vest based on the extent to which the two performance conditions described in the CD&A are achieved as of December 31, 2024. Assuming achievement of these conditions at a target level of performance, the amount of the awards would be as follows: Mr. Nolan: 58,266; Mr. Moreira: 3,091; Mr. Butler: 11,404; Ms. Carmody: 9,209; and Mr. Hunt: 6,013. Under the 2023 – 2025 Program, a total of 118,916 performance shares (including accrued dividend equivalents) will vest based on the extent to which the two performance conditions described in the CD&A are achieved as of December 31, 2025. Assuming achievement of these conditions at a target level of performance, the amount of the awards would be as follows: Mr. Nolan: 72,285; Mr. Moreira: 17,264; Mr. Butler: 12,276; Ms. Carmody: 9,907; and Mr. Hunt: 7,184.

(5) The market value is determined by multiplying the number of performance shares in the adjacent column by $61.72, the closing price of Eversource Energy common shares on December 29, 2023, the last trading day of the year.

OPTION EXERCISES AND STOCK VESTED IN 2023

The following table reports amounts realized on equity compensation that vested during the fiscal year ended December 31, 2023. The Stock Awards columns report the vesting of RSU and performance share grants to the Named Executive Officers in 2023. There were no options exercised as the Company has not granted options since 2002.

	Stock Awards	
Name	Number of Shares Acquired on Vesting (#)(1)	Value Realized on Vesting(2)
Joseph R. Nolan, Jr.	19,412	$1,543,748
John M. Moreira	3,324	265,035
Gregory B. Butler	12,562	1,001,734
Christine M. Carmody	10,144	808,891
James W. Hunt, III	3,641	290,062
Werner J. Schweiger	17,645	1,407,030

(1) Includes RSUs and performance shares granted to our Named Executive Officers under our long-term incentive programs, including dividend reinvestment, as follows:

Name	2020 Program	2021 Program	2022 Program
Joseph R. Nolan, Jr.	11,732	1,395	6,284
John M. Moreira	2,665	326	333
Gregory B. Butler	10,129	1,204	1,230
Christine M. Carmody	8,180	971	993
James W. Hunt, III	2,649	324	668
Werner J. Schweiger	14,227	1,691	1,728

In all cases, we reduce the distribution of common shares by that number of shares valued in an amount sufficient to satisfy payroll tax withholding obligations.

(2) Values realized on vesting of RSUs granted under the 2020 – 2022, 2021 – 2023 and 2022 – 2024 Programs were based on $78.89 per share, the closing price of Eversource Energy common shares on February 14, 2023. Values realized on vesting of performance shares granted under the 2020 – 2022 Program were based on $80.27 per share, the closing price of Eversource Energy common shares on February 17, 2023.

PENSION BENEFITS IN 2023

The Pension Benefits Table shows the estimated present value of accumulated retirement benefits payable to each Named Executive Officer upon retirement based on the assumptions described below. The table distinguishes between benefits available under the qualified pension plan program (QP), the supplemental pension program (SERP), and the supplemental pension (Excess). See the narrative above in the CD&A under the captions “Other Benefits — Retirement Benefits” and “Contractual Agreements” for additional information on benefits under these plans and our agreements.

The values shown in the Pension Benefits Table for Messrs. Nolan, Moreira, Hunt and Schweiger and Ms. Carmody were calculated as of December 31, 2023 based on benefit payments in the form of a lump sum. For Mr. Butler, we assumed a payment of benefits in the form of a contingent annuitant option. Such earned pension program benefit value could otherwise have changed because of the reduction in mortality factors and potentially rising interest rates.

The values shown in this Table for the Named Executive Officers were based on benefit payments on the actual ages or the earliest possible ages for retirement with unreduced benefits for the Named Executive Officers: Mr. Nolan: age 62, Mr. Moreira: age 62, Mr. Butler: age 62, Ms. Carmody: age 62, Mr. Hunt: age 55, and Mr. Schweiger: age 55.

In addition, we determined benefits under the qualified pension program using tax code limits in effect on December 31, 2023. For Messrs. Nolan, Moreira, Hunt and Schweiger and Ms. Carmody, the values shown reflect actual 2023 salary and annual incentives earned in 2023 but paid in 2024 (per applicable supplemental program rules). For Mr. Butler, the values shown reflect actual 2023 salary and annual incentives earned in 2023 but paid in 2024 (per applicable supplemental program rules).

We determined the present value of benefits at retirement age using the discount rate within a range of 4.96 percent to 5.0 percent under ASC 715-30 pension accounting for the 2023 fiscal year end measurement as of December 31, 2023. This present value assumes no pre-retirement mortality, turnover or disability. However, for the postretirement period beginning at retirement age, we used the 2023 IRS lump sum mortality table for Messrs. Nolan, Moreira, Hunt and Schweiger, and Ms. Carmody. We used the Pri2012 Employee Table Projected Generationally with Scale MP2021 for Mr. Butler. This mortality table and projection scale were used by the Eversource Pension Plan for year-end 2023 financial disclosure. Additional assumptions appear in the footnotes to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Pension Benefits

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefits	During Last Fiscal Year
Joseph R. Nolan, Jr.	Retirement Plan (QP)	38.42	$ 1,218,146	$ —
	Supplemental Plan (Excess)	38.42	11,446,635	—
	Supplemental Plan (SERP)	20.00	11,120,961	—
John M. Moreira	Retirement Plan (QP)	23.67	859,201	—
	Supplemental Plan (Excess)	23.67	2,235,784	—
Gregory B. Butler	Retirement Plan (QP)	27.00	1,535,252	—
	Supplemental Plan (Excess)	27.00	6,534,287	—
	Supplemental Plan (SERP)	27.00	3,978,502	—
Christine M. Carmody	Retirement Plan (QP)	20.25	732,014	—
	Supplemental Plan (Excess)	20.25	2,169,929	—
	Supplemental Plan (Excess)	17.00	4,830,152	—
James W. Hunt, III	Retirement Plan (QP)	11.25	354,757	—
	Supplemental Plan (Excess)	11.25	672,313	—
Werner J. Schweiger	Retirement Plan (QP)	21.33	—	882,127
	Supplemental Plan (Excess)	21.33	4,490,764	—
	Supplemental Plan (SERP)	20.00	7,820,848	—

NONQUALIFIED DEFERRED COMPENSATION IN 2023

The following table reports amounts contributed in 2023, together with aggregate earnings on contributions and withdrawals or distributions on contributions in 2023, under the Company's deferred compensation program, along with aggregate balances on contributions. See the narrative above in the CD&A under the caption "Other Benefits — Deferred Compensation" for more detail on our non-qualified deferred compensation program.

Name	Executive Contributions in Last FY	Registrant Contributions in Last FY	Aggregate Earnings in in Last FY	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last FYE(1)
Joseph R. Nolan, Jr.	$—	$—	$-731,453	$ —	$ 6,735,275
John M. Moreira	—	—	—	—	—
Gregory B. Butler	—	—	-4,150	—	25,160
Christine M. Carmody	—	—	145,490	—	1,699,951
James W. Hunt, III	—	—	—	—	—
Werner J. Schweiger	—	—	740,758	3,589,001	22,004,660

(1) Includes the total market value of deferred compensation program balances at December 31, 2023, plus the value of vested RSUs or other awards for which the distribution of common shares is currently deferred, based on $61.72, the closing price of our common shares on December 29, 2023, the last trading day of the year. The aggregate balances reflect a significant level of earnings on previously earned and deferred compensation.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The discussion and tables below show compensation payable to each Named Executive Officer who was employed on December 31, 2023 in the event of: (i) voluntary termination; (ii) involuntary not-for-cause termination; (iii) termination in the event of death or disability; and (iv) termination following a change in control. No amounts are payable in the event of a termination for cause. The amounts shown assume that each termination was effective as of December 29, 2023, the last business day of the fiscal year.

Generally, a "change in control" means a change in ownership or control effected through (i) the acquisition of 30 percent or more of the combined voting power of common shares or other voting securities; (ii) the acquisition of more than 50 percent of our common shares; (iii) a change in the majority of the Board of Trustees, unless approved by a majority of the incumbent Trustees; (iv) certain reorganizations, mergers or consolidations where substantially all of the persons who were the beneficial owners of the outstanding common shares immediately prior to such business combination do not beneficially own more than 50 percent of the voting power of the resulting business entity (excluding in certain cases defined transactions); and (v) complete liquidation or dissolution of the Company, or a sale or disposition of all or substantially all of the assets of the Company.

In the event of a change in control, the Named Executive Officers are generally entitled to receive compensation and benefits following either involuntary termination of employment without "cause" or voluntary termination of employment for "good reason" within the applicable period (generally two years following a change in control). The Compensation Committee believes that termination for good reason is conceptually the same as termination "without cause" and, in the absence of this provision, potential acquirers would have an incentive to constructively terminate executives to avoid paying severance. Termination for "cause" generally means termination due to a felony or certain other convictions; fraud, embezzlement, or theft in the course of employment; intentional, wrongful damage to Company property; gross misconduct or gross negligence in the course of employment or gross neglect of duties harmful to the Company; or a material breach of obligations under the agreement. "Good reason" for termination generally exists after assignment of duties inconsistent with executive's position, a material reduction in compensation or benefits, a transfer of more than 50 miles from the executive's pre-change in control principal business location (or for Mr. Nolan and Ms. Carmody, an involuntary transfer outside the greater Boston metropolitan area), or requiring business travel to a substantially greater extent than required prior to the change in control.

The summaries above do not purport to be complete and are qualified in their entirety by the actual terms and provisions of the agreements and plans, copies of which have been filed as exhibits to our Annual Report on Form 10-K for the year ended December 31, 2023.

Payments Upon Termination

Regardless of the manner in which the employment of a Named Executive Officer terminates, the executive is entitled to receive certain amounts earned during the executive's term of employment. Such amounts include:

- Vested RSUs and certain other vested awards;
- Amounts contributed and any vested matching contributions under the deferred compensation program;
- Pay for unused vacation; and
- Amounts accrued and vested under the pension/supplemental and 401k programs (except in the event of a termination for cause under the supplemental program).

The following table describes additional compensation payable to the Named Executive Officers in the event of voluntary termination, involuntary termination not for cause, termination in the event of death or disability and termination following a change in control. No benefits are provided in the event of termination for cause. See the section above captioned "Pension Benefits in 2023" for information about the pension program, supplemental program and other benefits, and the section captioned "Nonqualified Deferred Compensation in 2023."

POST EMPLOYMENT COMPENSATION PAYMENTS UPON TERMINATION

	Type of Payments	Voluntary Termination	Involuntary Termination Not for Cause	Termination Upon Death or Disability	Termination Following a Change in Control
Joseph R. Nolan, Jr.	Cash Severance(1)	$ —	$ —	$ —	$12,066,000
	Annual Incentives(2)	—	—	—	1,734,000
	Performance Shares(3)	4,679,506	4,679,506	4,679,506	8,855,431
	RSUs(4)	905,230	905,230	905,230	2,374,981
	Special Retirement Benefit(5)	—	—	—	4,678,302
	Health and Welfare Benefits(6)	—	—	—	112,514
	Perquisites(7)	—	—	—	36,000
	Excise Tax and Gross-ups(8)	—	—	—	5,963,667
	Total	$5,584,736	$5,584,736	$5,584,736	$35,820,895
John M. Moreira	Cash Severance(1)	$ —	$1,350,000	$ —	$ 2,700,000
	Annual Incentives(2)	—	—	—	600,000
	Performance Shares(3)	666,006	666,006	666,006	1,442,854
	RSUs(4)	147,487	147,487	147,487	418,361
	Health and Welfare Benefits(6)	—	23,771	—	47,542
	Total	$ 813,493	$2,187,264	$ 813,493	$ 5,208,756
Gregory B. Butler	Cash Severance(1)	$ —	$1,209,000	$ —	$ 1,209,000
	Annual Incentives(2)	—	—	—	498,000
	Performance Shares(3)	2,150,247	2,150,247	2,150,247	2,150,247
	RSUs(4)	465,344	465,344	465,344	485,550
	Health and Welfare Benefits(6)	—	48,002	—	72,004
	Perquisites(7)	10,000	11,000	—	15,000
	Separation for Non-Compete Agreement(9)	—	1,209,000	—	2,418,000
	Total	$2,615,590	$5,091,593	$2,615,590	$ 6,847,800
Christine M. Carmody	Cash Severance(1)	$ —	$ —	$ —	$ 3,869,060
	Annual Incentives(2)	—	—	—	402,000
	Performance Shares(3)	1,138,832	1,138,832	1,138,832	1,736,067
	RSUs(4)	177,473	177,473	177,473	392,007
	Health and Welfare Benefits(6)	—	—	—	11,782
	Perquisites(7)	—	—	—	15,000
	Total	$1,316,305	$1,316,305	$1,316,305	$ 6,425,916
James W. Hunt, III	Cash Severance(1)	$ —	$ 856,000	$ —	$ 1,712,000
	Annual Incentives(2)	—	—	—	321,000
	Performance Shares(3)				994,540
	RSUs(4)	—	—	—	250,349
	Health and Welfare Benefits(6)	—	31,393	—	62,765
	Total	$ —	$ 887,393	$ —	$ 3,340,655

(1) For Involuntary Termination, Not for Cause: For Mr. Moreira and Mr. Hunt, represents a severance payment (one-times the sum of base salary plus annual incentive award at target). Represents for Mr. Butler a severance payment (two-times the sum of base salary plus annual incentive award at target) in addition to any non-compete agreement payment described above. For Termination Following a Change in Control: Represents severance payments in addition to any non-compete agreement payments described in the prior note. For Mr. Nolan and Ms. Carmody, this payment equals three-times the sum of base salary plus relevant annual incentive award, for Mr. Butler this payment equals three-times the sum of base salary plus annual incentive award at target. Pursuant to Ms. Carmody's agreement, the lump sum severance payment as provided under the agreement is limited to 2.99 times the sum of her most recent annual base salary and annual bonus during the period prior to the date of termination. For Mr. Moreira and Mr. Hunt, this payment equals two-times the sum of base salary plus annual incentive award at target. These payments do not replace, offset or otherwise affect the calculation or payment of the annual incentive awards.

(2) For Termination Following a Change in Control: Represents target 2023 annual incentive awards as described in the Grants of Plan Based Awards Table.

(3) For Voluntary Termination and Involuntary Termination Not for Cause and Termination Upon Death or Disability for Mr. Butler: Represents 100 percent of performance share awards under the 2021 – 2023, 2022 – 2024 and 2023 – 2025 Long Term Incentive Program. For Voluntary Termination and Involuntary Termination Not For Cause, and Termination Upon Death or Disability for Messrs. Nolan, Hunt and Moreira and Ms. Carmody: Represents 100 percent of the performance share awards under the 2021 – 2023 Long-Term Incentive Program, 67 percent of the performance share awards under the 2022 – 2024 Long-Term Incentive Program, and 33 percent of the performance share awards under the 2023 – 2025 Long-Term Incentive Program. The values were calculated by multiplying the number of RSUs by $61.72, the closing price of our common shares on December 29, 2023, the last trading day of the year. For Termination Following a Change in Control: Represents 100 percent of the performance share awards under each of the three Programs noted in the previous two sentences.

(4) For Voluntary Termination and Involuntary Termination Not For Cause, and Termination Upon Death or Disability: Represents values of RSUs granted under our long-term incentive programs that, at year-end 2023, were unvested under applicable vesting schedules. Under these programs, RSUs vest pro rata based on credited service years and age at termination, and time worked during the vesting period. For all, the values were calculated by multiplying the number of RSUs by $61.72, the closing price of our common shares on December 29, 2023, the last trading day of the year. For Termination Following a Change in Control: Represents values of all RSUs granted under our long-term incentive programs that, at year-end 2023, were unvested under applicable vesting schedules, all of which vest in full.

(5) For Termination Following a Change in Control: Represents actuarial present values at year-end 2023 of amounts payable solely under employment agreements upon termination (which are in addition to amounts due under the pension program). For Mr. Nolan, pension benefits were calculated by adding three years of service. A lump sum of this benefit value is payable to Mr. Nolan. Pension amounts shown in the table are present values at year-end 2023 of benefits payable upon termination as described with respect to the Pension Benefits Table above.

(6) The amount noted in the Involuntary Termination, Not for Cause: Represents for Mr. Butler the value of two years' employer contributions toward active health, long-term disability, and life insurance benefits, plus a payment to offset any taxes thereon. The amounts shown in the table for Mr. Moreira and Mr. Hunt represent the value of one year continued health and welfare plan participation. For Termination Following a Change in Control: Represents estimated Company cost at year-end 2023 (estimated by our consultants) of providing post-employment health and welfare benefits beyond those available to non-executives upon involuntary termination. The amounts shown in the table for Mr. Nolan and Ms. Carmody represent the value of three years (two years for Mr. Moreira and Mr. Hunt) continued health and welfare plan participation. The amounts shown in the table for Mr. Butler represent the value of three years' employer contributions toward active health, long-term disability, and life insurance benefits, plus a payment to offset any taxes on the value of these benefits, less the value of one year of retiree health coverage at retiree rates.

(7) The amount for Involuntary Termination, Not for Cause: Represents Company cost of reimbursing Mr. Butler for two years of financial planning and tax preparation fees. For Termination Following a Change in Control: Represents Company cost of reimbursing Mr. Nolan and Ms. Carmody for three years of financial planning and tax preparation fees.

(8) For Termination Following a Change in Control: Represents payments made to offset costs associated with certain excise taxes under Section 280G of the Internal Revenue Code. Executives may be subject to certain excise taxes under Section 280G if they receive payments and benefits related to a Termination Following a Change in Control that exceed specified Internal Revenue Service limits. Contractual agreements with the above executives provide for a grossed-up reimbursement of these excise taxes. The amounts in the table are based on the Section 280G excise tax rate of 20 percent, the statutory federal income tax withholding rate of 35 percent, the applicable state income tax rate, and the Medicare tax rate of 1.45 percent.

(9) For Involuntary Termination, Not For Cause and Termination Following a Change in Control: Represents payments made under agreements or Company programs to Mr. Butler as consideration for agreement not to compete with the Company following termination of employment, equal to the sum of base salary plus relevant annual incentive award. These payments do not replace, offset or otherwise affect the calculation or payment of the annual incentive awards.

Payment to a Named Executive Officer

Mr. Schweiger retired effective July 1, 2023. Mr. Schweiger received common shares upon vesting of RSUs granted under the 2021, 2022 and 2023 RSU programs on January 2, 2024. The aggregate value of those common shares is $145,875 based on a price of $61.72 per common shares, the closing price of Eversource's common shares on December 29, 2023. Mr. Schweiger received common shares valued at $531,670 in respect of performance shares granted under the program that ended on December 31, 2023, on February 21, 2024, the scheduled distribution date. Common shares in respect of performance share awards under the programs ending on December 31, 2024 and December 31, 2025 will be finally determined and distributed in 2025 and 2026, respectively, under the terms of those programs. The estimated aggregate value of these performance shares is $676,973, based on a price of $60.08 per common share, the closing price of Eversource's common shares on March 8, 2024, the most recent practicable date.

Pay Ratio

Our Chief Executive Officer to median employee pay ratio is calculated pursuant to the requirements of Item 402(u) of Regulation S-K. We identify a new median employee each year. For 2023, we identified the median employee by reviewing the 2023 total cash compensation of all full-time employees, excluding our Chief Executive Officer, who were employed by the Company and its subsidiaries on December 31, 2023. In our assessment of median employee compensation, we annualized pay for those employees who commenced work during 2023. Otherwise, we did not make any assumptions, adjustments, or estimates with respect to total cash compensation, and we did not annualize the compensation for any full-time employees who were not employed by the Company at the end of 2023. We believe the use of total cash compensation for all employees is a consistently applied compensation measure, as the Company does not widely distribute annual equity awards to employees.

After identifying the median employee based on total cash compensation, we calculated the annual total compensation for such employee using the same methodology we use for our named executive officers as set forth in the 2023 Summary Compensation Table.

Mr. Nolan had 2023 total compensation of $18,885,577. Our median employee's annual total compensation for 2023 was $140,991. Our 2023 Chief Executive Officer to median employee pay ratio is 134 to 1.

Pay Versus Performance

Pursuant to Item 402(v) of Regulation S-K, we are providing the following information regarding certain measures of the relationship between executive compensation and our financial performance for each of the last four completed calendar years. In determining the Compensation Actually Paid (CAP) to our NEOs, we make various adjustments to amounts that have been previously reported in the Summary Compensation Table (SCT) in previous years, as the SEC's valuation methods for this section differ from those required in the SCT. Note that for our NEOs other than our principal executive officer (the PEO), compensation is reported as average compensation.

In the 2023 Annual Incentive Program Performance Assessment as well as the Long-Term Incentive Program sections of the CD&A, we describe all of the elements that have a direct connection to the Company's financial performance and to the CAP of the Company's PEO and the NEOs as a group (excluding the PEO). As the majority of total direct compensation is provided to our PEO and NEOs through long-term incentives, the Company's stock price also has a direct relationship to the CAP.

							Value of Initial Fixed $100 Investment Based on			
Fiscal Year	SCT Total PEO #1(1)	CAP PEO #1(1)	SCT Total PEO #2(1)	CAP PEO #2(1)	Average SCT Non-PEO NEOs(2)	CAP Non-PEO NEOs(2)	Company TSR(3)	Peer Group TSR(3)	Net Income	Company Selected Measure (EPS Non-GAAP)(4)
a	b	c	d	e	f	g	h	i	j	k
1 (2023)	18,885,577	7,429,247			2,936,041	1,135,182	82	107	-442.2	4.34
2 (2022)	12,959,134	10,858,066			3,410,910	2,951,647	107	117	1,404.9	4.09
3 (2021)	6,467,078	5,120,192	10,220,941	10,910,465	4,157,260	3,471,045	113	116	1,220.5	3.86
4 (2020)			14,575,276	14,062,876	5,002,344	3,960,432	105	99	1,205.2	3.64

(1) The PEOs for each year are as follows:

a. 2023, 2022 and 2021 — Joseph R. Nolan, Jr.

b. 2020 and 2021 — James J. Judge. Mr. Nolan became the Company's Chief Executive Officer on May 5, 2021

(2) The Non-PEO NEOs for each year are as follows:

a. 2023 — John M. Moreira, Gregory B. Butler, Christine M. Carmody, James W. Hunt, III and Werner J. Schweiger

b. 2022 — John M. Moreira, Gregory B. Butler, Christine M. Carmody, Werner J. Schweiger, James J. Judge and Philip J. Lembo

c. 2021 — Philip J. Lembo, Werner J. Schweiger, Gregory B. Butler and Christine M. Carmody

d. 2020 — Philip J. Lembo, Werner J. Schweiger, Gregory B. Butler and Joseph R. Nolan, Jr.

(3) The values disclosed in this TSR column represent the measurement period value of an investment of $100 in our units as of December 31, 2020, and then valued again on each of December 31, 2021, December 31, 2022 and December 31, 2023 as compared to the EEI Index, as disclosed in our Annual Report on Form 10-K for fiscal year ended 2023 pursuant to Item 201(e) of Regulation S-K

(4) Set forth in Footnote 1 on page 33 and Exhibit A to the CD&A is a full description of how non-GAAP EPS was determined. The Company believes non-GAAP EPS is a very important measure to investors and which is indicative of Company performance; accordingly, it represents a significant factor in determining both annual and long term executive compensation, though as noted the Compensation Committee determined that due to the disappointing performance in our 2023 stock price, the Committee scored the EPS goal at zero out of 200 within the EPS based portion of the 2023 annual incentive program

To calculate CAP for our PEOs and Non-PEO NEOs in the table above, the following amounts were deducted and added to the values as reported in the SCT:

Fiscal Year	SCT Total PEO #1	Pension Deducted from SCT	Pension Service Value Added to SCT	Stock Awards Deducted from SCT	Fair Value of Equity Awards Granted during the Year and Remained Unvested at Year-End	Change in Fair Value of Unvested Equity Awards that Vested During the Year	Change in Fair Value of Unvested Equity Grants	CAP PEO #1
a	b	c	d	e	f	g	h	i
1 (2023)	18,885,577	-7,832,472	689,828	-8,018,396	6,023,948	-182,331	-2,136,906	7,429,247
2 (2022)	12,959,134	-2,143,443	429,463	-6,825,923	6,749,195	-235,802	-74,557	10,858,066
3 (2021)	6,467,078	-1,705,782	336,850	-1,441,650	1,546,319	-201,335	118,712	5,120,192

Fiscal Year	SCT Total PEO #2	Pension Deducted from SCT	Pension Service Value Added to SCT	Stock Awards Deducted from SCT	Fair Value of Equity Awards Granted during the Year and Remained Unvested at Year-End	Change in Fair Value of Unvested Equity Awards that Vested During the Year	Change in Fair Value of Unvested Equity Grants	CAP PEO #2
a	b	c	d	e	f	g	h	i
(2021)	10,220,941	0	845,242	-6,786,337	7,279,051	-1,266,246	617,814	10,910,465
(2020)	14,575,276	-3,742,215	111,326	-6,682,612	6,707,152	2,047,648	1,046,301	14,062,876

Fiscal Year	Average SCT Non-PEO NEOs	Pension Deducted from SCT	Pension Service Value Added to SCT	Stock Awards Deducted from SCT	Fair Value of Equity Awards Granted during the Year and Remained Unvested at Year-End	Change in Fair Value of Unvested Equity Awards that Vested During the Year	Change in Fair Value of Unvested Equity Grants	Average CAP Non-PEO NEOs
a	b	c	d	e	f	g	h	i
1 (2023)	2,936,041	-478,864	84,416	-1,451,776	827,273	-102,269	-679,639	1,135,182
2 (2022)	3,410,910	-69,941	162,780	-2,054,232	2,031,140	-419,104	-109,907	2,951,647
3 (2021)	4,157,260	-1,205,814	530,849	-1,408,117	1,510,350	-238,540	125,057	3,471,045
4 (2020)	5,002,344	-1,929,875	257,161	-1,494,123	1,499,609	422,302	203,013	3,960,432

(a) The total pension benefit adjustments for each applicable year include the aggregate of two components: (i) the actuarially determined service cost for services rendered by the PEO and non-PEO NEOs during the applicable year (the "service cost"); and (ii) the entire cost of benefits granted in a plan amendment (or initiation) during the applicable year that are attributed by the benefit formula to services rendered in periods prior to the plan amendment or initiation (the "prior service cost"), in each case, calculated in accordance with U.S. GAAP

Fiscal Year	Service Cost	Prior Service Cost	Total Pension Benefit Adjustments
a	b	c	d
PEO#1 (2023)	689,828	0	689,828
PEO#1 (2022)	429,463	0	429,463
PEO#1 (2021)	336,850	0	336,850
PEO#2 (2021)	845,242	0	845,242
PEO#2 (2020)	111,326	0	111,326
Average Non-PEO NEO (2023)	84,416	0	84,416
Average Non-PEO NEO (2022)	162,780	0	162,780
Average Non-PEO NEO (2021)	530,849	0	530,849
Average Non-PEO NEO (2020)	257,161	0	257,161

(b) For the periods covered, no individual equity awards were granted and vested in the same year, except as it relates to the 2023 awards to Mr. Schweiger, who retired on July 1, 2023, respectively, and no dividends or other earnings were paid on outstanding and unvested awards. The valuation assumptions used to calculate the fair values of performance shares reflect the probable outcome of the performance conditions as of the applicable measuring date (or actual performance results approved by the Compensation Committee as of the applicable vesting date). Outstanding RSUs accrue dividend equivalent units in the form of additional common shares that are not distributed unless and until the underlying award vests and becomes payable. The value of dividend equivalent units are reflected in the values set forth above.

Analysis of the Information Presented in the Pay Versus Performance Table

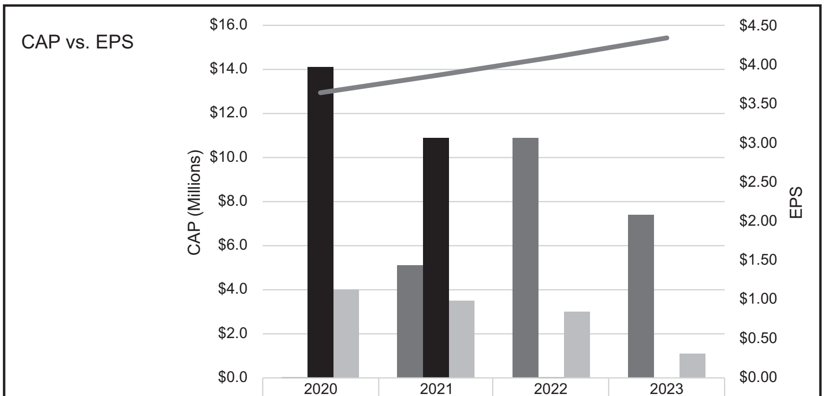
Overall, while the Company exhibited strong overall performance, the impairment charge taken on our offshore wind investment had a significant negative impact on the Company and our shareholders. Accordingly, we note that CAP for our PEOs and Non-PEO NEOs is significantly lower than their respective SCT numbers. The Compensation Committee eliminated the entire payout from the EPS-based portion of our annual incentive plan, resulting in a below target payout for the PEO and the Non-PEO NEOs. The lower stock prices after grant as well as the impact of interest rates on the present value of qualified and non-qualified pension plans also impacted the CAP.

As set forth in the Overview of Our Compensation Program section of the CD&A, the Compensation Committee balances short-term goals with long-term goals, using performance-based incentive compensation to reward individual and team performance to align the interests of executives with shareholders, customers, and employees. Therefore, any single measure of Company performance for a particular period will not necessarily align with "compensation actually paid" as computed under SEC rules, which reflects, among other things, changes in stock price and/or the probable outcomes of performance goals for previously granted equity awards.

In accordance with Item 402(v) of Regulation S-K, the Company is providing the following comparisons of the relationships regarding information presented in the Pay Versus Performance table.

Relationship Between CAP for the PEOs and Non-PEO NEOs (Average) vs. Non-GAAP EPS

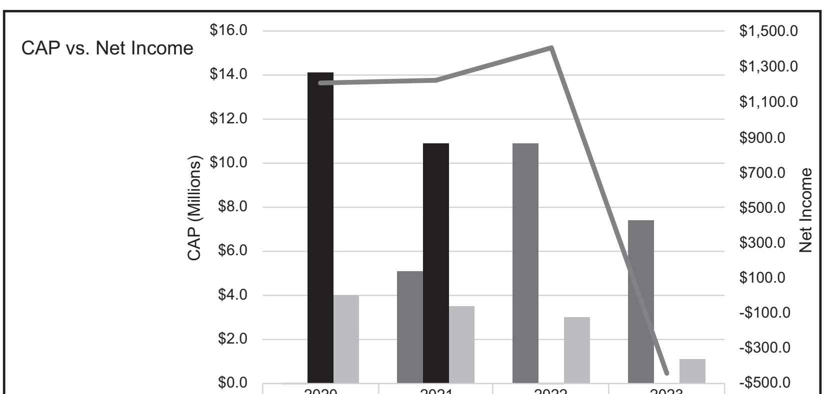
The graph below illustrates the trend in CAP over the four years to our non-GAAP EPS. This illustrates that over the four-year period, non-GAAP EPS consistently increased, however, compensation fluctuated due to the impact of the below target payout of our annual incentive plan in 2023 and the lower stock prices throughout 2023.



	2020	2021	2022	2023
CAP PEO #1		$5.1	$10.9	$7.4
CAP PEO #2	$14.1	$10.9		
Average CAP Non-PEO NEOs	$4.0	$3.5	$3.0	$1.1
EPS	$3.64	$3.86	$4.09	$4.34

Relationship Between CAP for the PEOs and Non-PEO NEOs (Average) vs. Net Income

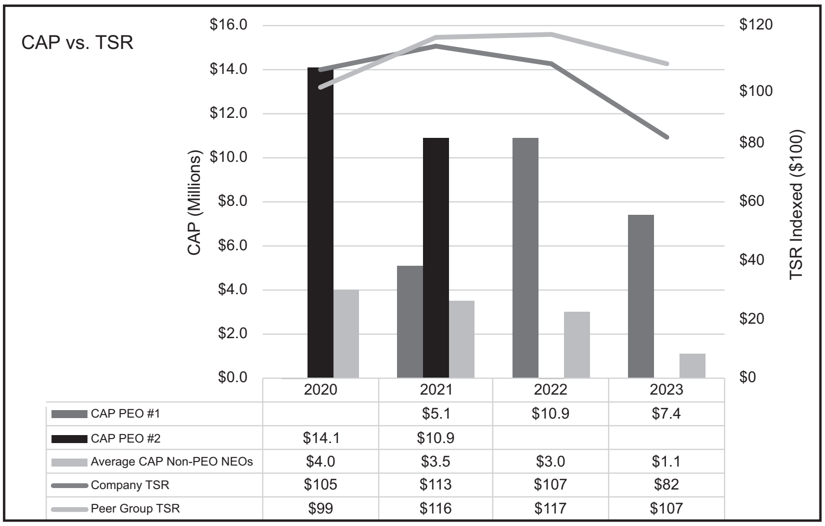
While the Company does not use net income as a performance measure in its overall executive compensation program and therefore would not necessarily expect a meaningful relationship to exist between the measures, the graph below does illustrate that with a reduction in net income in 2023, CAP similarly dropped for the NEO and Non-PEO NEOs in 2023.



	2020	2021	2022	2023
CAP PEO #1		$5.1	$10.9	$7.4
CAP PEO #2	$14.1	$10.9		
Average CAP Non-PEO NEOs	$4.0	$3.5	$3.0	$1.1
Net Income	$1,205.2	$1,220.5	$1,404.9	-$442.2

Relationship Between CAP for the PEOs and Non-PEO NEOs (Average) vs. TSR

As presented in graph below, the Company delivered positive TSR for the first three years of the four-year period, leading the EEI Index for 2020 but behind for the 2021 – 2023 periods. TSR is half of the measurement used for the Performance Share payout of our Long-Term Incentive Program. Four-year average EPS Growth is cross-referenced with the actual four-year TSR percentile to determine the actual performance share payout as a percentage of target. Based on 2023 performance, CAP for both the PEO and the Non-PEO NEO's (average) dropped due to both the below target payout of the annual incentive plan and lower stock prices after grant.



Most Important Company Performance Measures for Determining Executive Compensation

As also required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K, below is a list of the performance measures that are considered the most important by the Company in determining executive compensation for the 2023 performance year. The performance measures included in this table are not ranked by relative importance. These are described in the 2023 Performance Goals section.

Most Important Performance Measures
Earnings Per Share
Dividend Growth
Total Shareholder Return
Reliability
Restoration
Strategic Growth Initiatives

Exhibit A

Adjusted Earnings (Non-GAAP)

We use Adjusted Earnings (non-GAAP) and its per share impact as our principal financial measure of operating performance because management believes it best reflects our baseline operating performance and provides a more meaningful representation along with additional and useful information in analyzing historical and future performance of our business and for planning and forecasting of future periods.

Adjusted Earnings (non-GAAP) is defined as Net Income Attributable to Common Shareholders, excluding the following adjustments: (1) a 2023 impairment charge associated with the Company's equity method investment in its offshore wind investment business resulting from the anticipated completion of the sale of its offshore wind investment portfolio; (2) charges in 2023 relating to the disposition of land initially acquired to construct the discontinued Northern Pass Transmission project; (3) the costs surrounding the strategic review of our offshore wind investment in 2022; (4) the Columbia Gas acquisition and related transition costs in 2022 and 2021; (5) charges in 2022 and 2021 related to the acquisition and transition of New England Service Company and Torrington Water Company; and (6) charges in 2021 at The Connecticut Light and Power Company (CL&P) related to a settlement agreement that included credits to customers, funding of various customer assistance initiatives, and a storm performance penalty imposed on CL&P by the Connecticut Public Utilities Regulatory Authority. We believe that the offshore wind impairment charge, the related strategic review costs, the Northern Pass Transmission project land disposition costs, the Columbia Gas acquisition and transition costs, the water companies' acquisition and transition costs, and the impacts of the CL&P settlement agreement and storm performance penalty costs, are not indicative of our ongoing costs and performance.

With respect to the 2023 EPS performance goal, the Compensation Committee discussed this goal at length at its December 2023 and January 2024 meetings, and while the Committee recognized the significant efforts of the executive management in all of the areas noted in the CD&A including those related to the EPS goal, it determined that the losses suffered by our shareholders in 2023 in stock value, though not directly connected to 2023 EPS, were such that it was appropriate to assign a zero performance level to the EPS goal portion of the annual assessment and a meaningfully less than target (70 percent) Performance Share payout for the 2021-2023 program.

Adjusted Earnings and EPS Reconciliation

	For the Years Ended December 31,					
	2023		2022		2021	
(Millions of Dollars, Except Per Share Amounts)	**Amount**	**Per Share**	**Amount**	**Per Share**	**Amount**	**Per Share**
Net (Loss)/Income Attributable to Common Shareholders (GAAP)	$ (442.2)	$(1.26)	$1,404.9	$4.05	$1,220.5	$3.54
Adjustments (after-tax) to reconcile to Adjusted Earnings:						
Impairments of Offshore Wind Investments	1,953.0	5.58	—	—	—	—
Land Abandonment Loss	4.8	0.02	—	—	—	—
Acquisition, Transition and Strategic Review Costs	2.1	—	15.0	0.04	23.6	0.07
CL&P Settlement Impacts	—	—	—	—	86.1	0.25
Adjusted Earnings (Non-GAAP)	$1,517.7	$ 4.34	$1,419.9	$4.09	$1,330.2	$3.86

This non-GAAP financial measure should not be considered as an alternative to reported Net Income Attributable to Common Shareholders or EPS determined in accordance with GAAP as indicators of operating performance.

Item 2: Advisory Vote on Executive Compensation

We are asking shareholders to vote on an advisory proposal to approve the compensation of our Named Executive Officers, (commonly known as Say-on-Pay), as disclosed in the CD&A, compensation tables and narrative discussion in this proxy statement. The Board of Trustees has taken and will continue to take the results of the advisory vote into consideration when making future decisions regarding the compensation of our Named Executive Officers.

The fundamental objective of our Executive Compensation Program is to motivate executives and key employees to support our strategy of investing in and operating businesses that benefit our stakeholders, customers, employees, and communities. We strive to provide executives with base salary, performance-based annual incentive compensation opportunities, and long-term incentive compensation opportunities that are competitive with the market and that align pay with performance. We believe that based upon our strong financial and operating performance in 2023 that such alignment exists. Shareholders are encouraged to read the CD&A, compensation tables and narrative discussion in this proxy statement.

Our 2023 Executive Compensation Program included the following material elements:

- Base Salary
- Annual Incentive Program
- Long-Term Incentive Programs
- Nonqualified Deferred Compensation
- Supplemental Executive Retirement Plan
- Certain Officer Perquisites
- Employment Agreements
- 2023 earnings per share equaled negative $1.26, and non-GAAP earnings per share equaled $4.34 versus a goal of $4.33, which excludes charges relating to our offshore wind investment and to the sale of certain property. Please see Exhibit A to the CD&A.
- Our Board of Trustees increased the annual dividend rate by 5.9 percent for 2023 to $2.70 per share, exceeding the Edison Electric Institute (EEI) Index companies' median dividend growth rate of 5.4 percent.
- We completed the strategic review regarding the sale of our offshore wind investments in a very challenging market, having determined that full divesture was in the best long term interest of the Company and our shareholders. We completed the sale of our 50 percent share of the uncontracted lease area to our joint venture partner, Ørsted, for $625 million, and entered into an agreement with Ørsted to potentially sell them our interest in the Sunrise Wind project. We also entered into a finance tax equity agreement relating to the South Fork Wind project for $530 million. The tax equity investment enables us to maximize the economics of this project, including tax incentives earned by South Fork Wind in the 12-18 months following the projects' commercial operations date. In addition, the Company has executed an agreement with Global Infrastructure Partners to sell its interest in South Fork Wind and Revolution Wind. Divesture will significantly lower our risk profile and enhance our balance sheet strength.
- Eversource achieved many constructive regulatory outcomes in 2023, including our Massachusetts PBR/Kbar filing approval, which provided for a $105 million base distribution revenue increase and recovery of $16 million in exogenous property taxes; successful storm cost recovery in Massachusetts and New Hampshire, with no disallowances, of $135 million and $45 million, respectively; acceptance in Massachusetts of our comprehensive Grid Modernization regulatory filing and testimony, providing for recovery of our investments; and successful execution of the Massachusetts EV infrastructure program, which led the Massachusetts DPU to approve the next phase of the program, allowing us to move forward with additional investment to expand EV charging capabilities to over 24,000 stations.
- On average, 2023 customer power interruptions were 22.3 months apart, and average service restoration time was 58.6 minutes; this performance ranks us in the top decile of the industry and represents our best performance on record.
- Our on-time response to gas customer emergency calls was 98.0 percent, which continues to exceed mandated emergency response requirements.
- We achieved success in several operational and customer focused areas relating to automatic metering, emergency communications, billing, and SCADA.
- Our South Fork Wind Project was the first commercial-scale project in the U.S. to bring wind power to customers.
- We implemented an updated monitoring protocol for storm-related electric outages that might negatively impact the operation of our natural gas system, designed and launched customer education programs regarding the impact of supply costs on customers' bills, and hosted and promoted webinars on energy costs and programs for small business customers.
- T&D's new SCADA system was completed with a successful go-live in June.

- Implementation of our Massachusetts AMI Plan, including the Meter Data Management System, is on track. Once complete, this plan will enable a wide range of new customer benefits, including visibility and insight into customer usage patterns, customized bill alerts, access to time-varying rates, proactive outage notifications and more efficient outage response.
- Our T&D System and Communication plans are on track to help increase support response to resource inadequacy issues and impacts.
- Our Aquarion companies continued to grow the water business by completing the acquisition of Pinehills Massachusetts Water System as well as the purchase of the Town of New Hartford, Connecticut's municipal water and wastewater treatment systems.
- We achieved a combined score of 92.1 percent compared to the peer group established by the two leading sustainability rating firms.
- We are continuing to mitigate climate change impacts through reductions in GHG. We submitted an application in 2023 to the SBTi seeking validation of our broader greenhouse gas target aligned with limiting global warming to 1.5 degrees Celsius.
- We were again recognized by a significant number of organizations for our leadership in ESG, women's equality, energy efficiency, veterans and diversity hiring, and workplace wellness.

The Executive Compensation Program also features share ownership guidelines and a holding period requirement to emphasize the importance of share ownership, along with policies that call for the clawback of compensation under the circumstances described in this proxy statement and that prohibit the pledging or hedging of our common shares.

The compensation of our Named Executive Officers during 2023, which was significantly lower than prior years with respect to both annual and long term compensation, was consistent with the following positive overall financial and operational performance results:

As a result of our overall financial, operational, ESG and strategic results in 2023, the Compensation Committee provided base pay increases and incentive grants and awards to the executive officers, including the Named Executive Officers, reflecting both our overall positive performance and taking into appropriate consideration the losses suffered by our shareholders as a result of our stock price decline in 2023.

The affirmative vote of a majority of votes cast at the meeting is required to approve the advisory proposal. This means that the number of shares voted "FOR" the item must exceed the number voted "AGAINST." You may vote either "FOR" or "AGAINST" the item or you may abstain from voting. Abstentions and broker non-votes will have no effect on the outcome of the vote, as they do not count as votes cast.

The Compensation Committee and the Board of Trustees believe that our Executive Compensation Program is effective in implementing our compensation philosophy and in achieving its goals. We are requesting your non-binding vote on the following resolution:

"RESOLVED, that the compensation paid to the Company's Named Executive Officers in 2023, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and related material disclosed in this proxy statement, is hereby APPROVED."

The Board of Trustees recommends that Shareholders vote FOR this Item.

Item 3: Ratification of the Selection of the Independent Registered Public Accounting Firm

The Audit Committee selected the independent registered public accounting firm of Deloitte & Touche LLP to serve as the independent registered public accounting firm of Eversource Energy and its subsidiaries for fiscal year 2024. In 2023, 94.62 percent of shares voted were to approve the selection of Deloitte & Touche LLP. Pursuant to the recommendation of the Audit Committee, the Board of Trustees recommends that shareholders ratify the selection of Deloitte & Touche LLP. The Board is submitting the selection of Deloitte & Touche LLP to our shareholders for ratification as a matter of good corporate governance. The Audit Committee may, in its discretion, change the selection at any time during the year if it determines that such change would be in the best interests of the Company and its shareholders.

The Audit Committee is solely responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm retained to audit the Company's financial statements. Deloitte & Touche LLP has served as Eversource Energy's independent registered public accounting firm continuously since 2002. The Committee evaluates the performance of Deloitte & Touche LLP and the lead engagement partner annually in order to ensure continuing independence and excellent performance, and the Audit Committee periodically considers whether there should be a regular rotation of the firm. At its January 30, 2024 meeting, the Committee discussed the issue of firm rotation and, after discussion, selected Deloitte & Touche LLP to continue to serve as the Company's independent registered public accounting firm, citing as it did in 2023 the firm's extensive experience and expertise regarding the Company and the utility industry, its performance, the competitive fee structure of the relationship, and the avoidance of the substantial commitment of management and Committee resources that would be involved in onboarding a new firm. It was the Committee's conclusion that these reasons continue to provide the basis for not considering firm rotation at this time. The members of the Audit Committee and the Board believe the continued retention of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm is in the best interests of Eversource Energy and its subsidiaries.

Representatives of Deloitte & Touche LLP are expected to be present at the Annual Meeting. They will have the opportunity to make a statement, if they desire to do so, and to respond to appropriate questions raised by shareholders at the meeting.

The affirmative vote of a majority of votes cast at the meeting is required to ratify the selection of Deloitte & Touche LLP. This means that the number of shares voted "FOR" the item must exceed the number voted "AGAINST." You may vote either "FOR" or "AGAINST" the item or abstain from voting. Abstentions will have no effect on the outcome of the vote because an abstention does not count as a vote cast.

The Board of Trustees recommends that Shareholders vote FOR this Item.

Relationship With Principal Independent Registered Public Accounting Firm

Fees Billed by Principal Independent Registered Public Accounting Firm.

The aggregate fees billed to the Company and its subsidiaries by Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates (collectively, the Deloitte Entities), for the years ended December 31, 2023 and 2022 totaled $7,070,914 and $7,029,422 respectively. In addition, affiliates of Deloitte & Touche LLP provide other accounting services to the Company.

Audit and Non-Audit Fees	2023	2022
Audit Fees(1)	$5,310,000	$5,323,600
Audit Related Fees(2)	$1,759,000	$1,542,000
Tax Fees(3)	—	—
All Other Fees(4)	$ 1,914	$ 163,822
TOTAL	**$7,070,914**	**$7,029,422**

(1) Audit fees in 2023 and 2022 consisted of fees related to the audits of financial statements of Eversource Energy and its subsidiaries in the Annual Report on Form 10-K, reviews of financial statements in the Combined Quarterly reports on Form 10-Q of Eversource Energy and its subsidiaries, consultations with management, regulatory and compliance filings, system conversion quality assurance, out-of-pocket expense reimbursements, and audits over financial reporting as of December 31, 2023 and 2022.

(2) Audit Related Fees were incurred for procedures performed in the ordinary course of business in support of certain regulatory filings, comfort letters, consents, and other costs related to registration statements and financials for the years ended December 31, 2023 and 2022. Audit related fees for the year ended 2023 also related to Eversource's ATM equity offering program.

(3) There were no tax fees rendered and no tax fees billed for the years ended December 31, 2023 and 2022.

(4) All Other Fees for the period December 31, 2023 related to an annual license for access to an accounting standards research tool. All Other Fees for the period ended December 31, 2022 related to a system implementation internal control review, an executive training program and an annual license for access to an accounting standards research tool.

The Audit Committee pre-approves all auditing services and permitted audit related or other services (including the fees and terms thereof) to be performed for us by our independent registered public accounting firm, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934, which are approved by the Audit Committee prior to the completion of the audit. The Audit Committee may form and delegate its authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittees to grant pre-approvals are presented to the full Audit Committee at its next scheduled meeting. During 2023, all services described above were pre-approved by the Audit Committee or its Chair.

The Audit Committee has considered whether the provision by the Deloitte Entities of the non-audit services described above was allowed under Rule 2-01I(4) of Regulation S-X and was compatible with maintaining the independence of the registered public accountants and has concluded that the Deloitte Entities were and are independent of us in all respects.

Report of the Audit Committee

The Audit Committee of the Board of Trustees is comprised of the five Trustees named below. The Board has determined that each member of the Audit Committee is independent as required by the listing standards of the NYSE and the SEC's audit committee independence rules. The primary function of the Audit Committee is to assist the Board of Trustees in its oversight responsibilities with respect to the integrity of the Company's financial statements, the performance of the Company's internal audit function, the qualifications, independence and performance of the Company's independent registered public accounting firm, the compliance by the Company with legal and regulatory requirements, the accounting and financial reporting processes and financial statement audits, the systems of disclosure controls and procedures, and the internal controls over financial reporting. As part of its overall responsibilities, the Audit Committee also reviews the Company's significant accounting policies, management judgments and accounting estimates, financial risks, earnings releases, determinations of critical audit matters made by the independent registered public accounting firm, and financial statements. At the conclusion of its meetings, the Committee meets in executive sessions with management, representatives of the independent registered public accounting firm, and the Company's Internal Audit Department executive, following which there is a session attended only by the Committee members.

As noted, the Audit Committee is solely responsible for oversight of the relationship of the Company with our independent registered public accounting firm on behalf of the Board of Trustees. As part of these responsibilities, during 2023, the Audit Committee:

- Received the written disclosures and the letter from Deloitte & Touche LLP as required by applicable requirements of the Public Company Accounting Oversight Board (PCAOB) regarding Deloitte & Touche's communications with the Audit Committee concerning independence, and discussed with Deloitte & Touche LLP the firm's independence from the Company as required by the SEC's independence rules, Rule 2-01 of Regulation S-X;
- Discussed with Deloitte & Touche LLP the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, as adopted by the PCAOB; and
- Reviewed and discussed with management the audited consolidated financial statements of Eversource Energy for the years ended December 31, 2023 and 2022.

Management is responsible for the Company's financial statements, the overall reporting process and the system of internal control over financial reporting. Deloitte & Touche LLP, as our independent registered public accounting firm, is responsible for conducting annual audits and quarterly reviews of the Company's financial statements and expressing an opinion as to the conformity, in all material respects, of the annual financial statements with generally accepted accounting principles in the United States and expressing an opinion on the effectiveness of our internal control over financial reporting as of the end of the fiscal year.

In performing their oversight responsibility, the Audit Committee, whose members are all financially literate and whose Chair is an audit committee financial expert as defined by SEC rules, rely without independent verification on the information provided to them, and on the representations made by management and Deloitte & Touche LLP.

Based upon the review and discussions described in this report, the Audit Committee recommended to the Board of Trustees that the audited consolidated financial statements be included in Eversource Energy's Annual Report on Form 10-K for the year ended December 31, 2023 for filing with the SEC.

The Audit Committee has directed the preparation of this report and has approved its content and submission to the shareholders.

Respectfully submitted,

Francis A. Doyle (Chair)
Loretta D. Keane (Vice Chair)
Gregory M. Jones
Kenneth R. Leibler
Frederica M. Williams

February 13, 2024

Item 4: Shareholder Proposal titled "Simple Majority Vote"

The Company has received the following shareholder proposal from John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, California 90278, the beneficial owner of 60 Eversource Energy common shares. The text of the shareholder proposal and supporting statement appear exactly as received by Eversource, and all statements contained in the proposal and supporting statement are the sole responsibility of the proponent.

"Item 4 — Simple Majority Vote

FOR ***Shareholder Rights***

Shareholders request that our board take each step necessary so that each voting requirement in our governing documents (that is explicit or implicit due to state law) that calls for a greater than simple majority vote be replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This includes making the necessary changes in plain English.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. This proposal topic also received overwhelming 98%-support each at the 2023 annual meetings of American Airlines (AAL) and the Carlyle Group (CG).

Please vote yes:
Simple Majority Vote — Item 4"

Board Statement: Your Board of Trustees makes no recommendation on this proposal. The proposal asks that we eliminate any provisions in our governing documents which require more than a simple majority vote. There are four such supermajority provisions in the Company's Declaration of Trust (DOT) which serves generally as our charter and bylaws, as Eversource is a business trust and not a corporation.

The DOT currently requires the affirmative vote of the holders of two-thirds of the outstanding common shares to approve the following specific actions:

- Place a mortgage lien on the whole or substantially the whole of the trust estate;
- Issue shares of preferred stock;
- Release pre-emptive rights from common shares holding such rights; and
- Amend or terminate the DOT

Eversource has demonstrated its strong commitment to excellent corporate governance principles and practices, as evidenced both by the governance provisions set forth in this proxy statement and by the high marks the company has received from shareholder advisory firms and leading investor relations publication polls, along with the many ESG awards noted in this proxy statement.

Therefore, the Board is not making a recommendation at this time for this proposal and instead encourages shareholders to consider the proposal and express their viewpoint to the Board through their votes.

The affirmative vote of a majority of votes cast at the meeting is required to approve the shareholder proposal. This means that the number of shares voted "FOR" the item must exceed the number voted "AGAINST." You may vote either "FOR" or "AGAINST" the item or you may abstain from voting. Abstentions and broker non-votes will have no effect on the outcome of the vote, as they do not count as votes cast.

The Board of Trustees makes no recommendation regarding Item 4.

Other Matters

The Board of Trustees knows of no matters other than those presented in this proxy statement to come before the meeting. However, if any other matters properly come before the meeting, the persons named in the enclosed proxy will vote in their discretion with respect to such other matters.

Shareholder Proposals

If you would like us to consider including a proposal in our proxy statement for the 2025 Annual Meeting of Shareholders, your proposal must be received by the Secretary's office no later than November 23, 2024, and must satisfy the conditions established by the SEC. Written notice of proposals of shareholders to be considered at the 2025 Annual Meeting without inclusion in next year's proxy statement must be received on or before February 6, 2025. If a notice is received after February 6, 2025, then the notice will be considered untimely and the proxies held by management may provide the discretion to vote on such proposal, even though the proposal is not discussed in the proxy statement. Eversource Energy considers these dates to be reasonable deadlines for submission of proposals before we begin to print and mail our proxy materials for the 2025 Annual Meeting of Shareholders. We reserve the right to reject, rule out of order, exercise discretionary authority to vote against, or take other appropriate action with respect to any proposal that does not comply with these or other applicable requirements.

Proposals should be addressed to:

James W. Hunt, III
Executive Vice President and Secretary
Eversource Energy
800 Boylston Street, 17th Floor
Boston, Massachusetts 02199-7050

2023 Annual Report and Annual Report on Form 10-K

The Company's Annual Report for the year ended December 31, 2023, including financial statements, was mailed with this proxy statement or made available to shareholders on the Internet. We will mail a copy of the 2023 Annual Report to any shareholder upon request. We will provide shareholders with a copy of our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on February 14, 2024, including the financial statements and schedules thereto, without charge, upon receipt of a written request sent to the Secretary at the address set forth above.

Questions and Answers About the Annual Meeting and Voting

Q: WHAT AM I VOTING ON?

A: The Board of Trustees of Eversource Energy is asking you to vote on four separate items, as summarized in the following table:

Item	Board Recommendation	Vote Required	Effect of Abstentions	Effect of Broker Non-Votes	Discussion Beginning on Page
Election of Trustees **(Item 1)**	FOR All Nominees	Majority of all common shares issued and outstanding	Against	Against	7
Advisory vote on executive compensation **(Item 2)**	FOR	Majority of votes cast	No effect	No effect	81
Ratify Deloitte & Touche LLP as Independent Registered Public Accounting Firm **(Item 3)**	FOR	Majority of votes cast	No effect	Not applicable	83
Shareholder Proposal Regarding Majority Vote for Certain Actions **(Item 4)**	NONE	Majority of votes cast	No effect	No effect	86

Q: WHEN AND WHERE WILL THE ANNUAL MEETING BE HELD?

A: **Time and Date:**
10:30 a.m., Eastern Time,
Wednesday, May 1, 2024

Location:
Ropes & Gray LLP
800 Boylston Street
Boston, Massachusetts 02199

Q: WILL ANY OTHER MATTERS BE VOTED ON AT THE ANNUAL MEETING?

A: We do not expect any other matters to be presented at the Annual Meeting. However, if a matter not described in this proxy statement is properly brought before the Annual Meeting by a shareholder, the individuals designated as proxies will act on the matter in accordance with legal requirements and their judgment of what is in the best interests of Eversource Energy.

Q: WHO IS ENTITLED TO VOTE?

A: You are entitled to vote at the Annual Meeting if you held common shares on the record date, March 5, 2024. As of the record date, 350,726,912 common shares were outstanding and entitled to vote. You are entitled to one vote on each Item to be voted on at the Annual Meeting for each common share that you held on the record date.

Q: HOW DO I VOTE?

A: If you hold common shares registered directly in your name, you are considered to be the "Shareholder of Record," and the printed proxy materials or Notice of Internet Availability of Proxy Materials have been sent directly to you by the Company.

The Notice of Internet Availability of Proxy Materials also includes instructions for requesting printed proxy materials by mail. If you requested and received a paper proxy card, you may vote by mail by completing, signing and dating the proxy card and returning it in the pre-addressed, postage-prepaid envelope included with the proxy card. You can vote in any one of the following ways:

- *You can vote using the Internet.* Follow the instructions in the Notice of Internet Availability of Proxy Materials or on the proxy card. The Internet procedures are designed to authenticate a shareholder's identity to allow shareholders to vote their shares and confirm that their instructions have been properly recorded.

  Internet voting facilities for shareholders of record are available 24 hours a day and will be available until the polls close during the meeting. You may access this proxy statement and related materials by going to www.envisionreports.com/ES

- *You may vote by telephone.* Follow the instructions on the Notice of Internet Availability of Proxy Materials or on the proxy card that you received in the mail. Voting by telephone is available 24 hours a day and will be available until the polls close during the meeting.

- *You may vote by mail.* If you received a paper proxy card, you can vote by mail by completing, signing and dating the proxy card and returning it in the pre-addressed, postage-prepaid envelope accompanying the proxy card. Proxy cards submitted by mail must be received by the time of the Annual Meeting in order for your shares to be voted.
- *You may vote in person at the Annual Meeting* by delivering your completed proxy card in person at the Annual meeting or by completing a ballot available upon request at the meeting.

If you hold common shares through a brokerage firm, bank, other financial intermediary or nominee (known as shares held in "street name"), you should receive instructions directly from that person or entity that you must follow in order to vote your common shares. You may vote by mail by requesting a voting instruction form in accordance with the instructions received from your broker or other agent. Complete, sign and date the voting instruction form provided by the broker or other agent and return it in the pre-addressed, postage-prepaid envelope provided to you. You will also be able to vote these shares by Internet or telephone. Regardless of how you choose to vote, your vote is important, and we encourage you to vote promptly.

Q: AS A PARTICIPANT IN THE EVERSOURCE 401(k) PLAN OR SAVINGS PLAN FOR EMPLOYEES OF AQUARION WATER COMPANY, HOW DO I VOTE MY SHARES HELD IN MY PLAN ACCOUNT?

A: If you are a participant in the Eversource 401(k) Plan or the Savings Plan for Employees of Aquarion Water Company, you may vote the common shares held in your plan account by voting through the Internet or by telephone by following the instructions on the Notice of Internet Availability of Proxy Materials that you received in the mail. Internet voting and voting by telephone are available 24 hours a day and will close for plan participants at 12:01 a.m., Eastern Time on April 29, 2024.

The Notice of Internet Availability of Proxy Materials also includes instructions for requesting printed proxy materials by mail. If you requested and received a paper proxy card, you may vote by mail by completing, signing and dating the proxy card and returning it in the pre-addressed, postage-prepaid envelope included with the proxy card.

Whether you vote through the Internet, by telephone or by returning a proxy card in the mail, the plan trustee will vote the common shares held in your plan account in accordance with your instructions. If you do not provide the plan trustee with instructions by 12:01 a.m., Eastern Time on April 29, 2024, the common shares in your Eversource 401(k) Plan or Savings Plan for Employees of Aquarion Water Company account will be voted by the plan trustee in the same proportion as the votes cast by participants in each plan.

Q: WHAT CONSTITUTES A QUORUM AND HOW ARE VOTES COUNTED?

A: To conduct business at the Annual Meeting, a quorum consisting of a majority of all common shares issued and outstanding and entitled to vote must be present in person or represented by proxy.

Representatives of Computershare Investor Services (Computershare), the Company's Registrar and Transfer Agent, will count the votes. In determining whether we have a quorum, Computershare counts all properly submitted proxies and ballots as present and entitled to vote. Because the election of each Trustee requires the affirmative vote of at least a majority of the common shares outstanding and entitled to vote at the Annual Meeting, broker non-votes, votes against and abstentions with respect to a particular Trustee nominee will have the same effect as a vote against such Trustee nominee. Broker non-votes and abstentions are not considered votes cast and will not affect the advisory Say-on-Pay or the shareholder proposal. Abstentions are not considered votes cast and will not be counted for or against the item to ratify the selection of Deloitte & Touche LLP.

Q: WHAT ARE BROKER NON-VOTES?

A: Broker non-votes occur when brokers holding shares on behalf of beneficial owners do not receive voting instructions from the beneficial holders. If a broker does not have instructions and is barred by law or applicable rules from exercising its discretionary voting authority in the particular matter, then the shares will not be voted on the matter, resulting in a "broker non-vote." For our Annual Meeting, this means that absent voting instructions, brokers are not permitted to vote on the election of Trustees, the non-binding advisory "Say-on-Pay" item and the shareholder proposal. If your shares are held by a broker and you wish to vote on those items, you should complete the voting instruction card you receive from the broker or request one from the broker as necessary. You will also be able to vote these shares by Internet or telephone. A broker may vote on the ratification of the selection of our independent registered public accounting firm if the shareholder does not give instructions.

Q: WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS OR PROXY CARD?

A: If you receive more than one Notice of Internet Availability of Proxy Materials and proxy card, then you have multiple accounts in which you own common shares. Please follow all instructions to ensure that all of your shares are voted. In addition, for your convenience and to reduce costs, we recommend that you contact your broker, bank or our transfer agent to consolidate as many accounts as possible under a single name and address. If you have any questions concerning common shares you hold in your name, including address changes, name changes, requests to transfer shares and similar issues, you may contact our transfer agent, Computershare Investor Services, by mail at P. O. Box 43078, Providence, Rhode Island 02940-3078, by telephone at (800) 999-7269, or on the Internet at www.computershare.com/investor.

Q: HOW CAN I CHANGE MY VOTE?

A: Your presence at the Annual Meeting will not automatically revoke your proxy. You may, however, revoke a proxy and change your vote at any time before the polls close at the Annual Meeting by:

- Delivering either a written notice of revocation of the proxy or a duly executed proxy bearing a later date to:

  James W. Hunt, III
  Executive Vice President and Secretary
  Eversource Energy
  800 Boylston Street, 17th Floor
  Boston, Massachusetts 02199-7050;

- Re-voting on the Internet or by telephone before 10:30 a.m., Eastern Time on May 1, 2024, if you are not attending the meeting; or
- Attending the Annual Meeting and voting in person.

If you are a participant in the Eversource 401(k) Plan or the Savings Plan for Employees of Aquarion Water Company, you may revoke your proxy card and change your vote by re-voting on the Internet or by telephone until 12:01 a.m., Eastern Time on April 29, 2024.

Q: WHO PAYS THE COST OF SOLICITING THE PROXIES REQUESTED?

A: Eversource Energy will bear the cost of soliciting proxies on behalf of the Board of Trustees. In addition to the use of the mails, proxies may be solicited by telephone or electronic mail by officers or employees of Eversource Energy or its service company affiliate, Eversource Energy Service Company, who will not be specially compensated for such activities, and by employees of Computershare, our transfer agent and registrar. We have also retained D.F. King & Co., Inc., a professional proxy soliciting firm, to assist in the solicitation of proxies for a fee of $9,500, plus reimbursement of certain out-of-pocket expenses. We will request persons, firms and other companies holding common shares in their names or in the name of their nominees, which are beneficially owned by others as of March 5, 2024, to send proxy materials to and obtain voting instructions from the beneficial owners, and we will reimburse those holders for any reasonable expenses that they incur.

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