

FPL GROUP INC
Form PRE 14A
March 19, 2010
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

FPL Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(3) Filing Party:

(4) Date Filed:

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**Notice of 2010 Annual Meeting
and Proxy Statement**

**YOUR VOTE IS IMPORTANT
PLEASE SUBMIT YOUR PROXY PROMPTLY**

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FPL Group, Inc.
P.O. Box 14000
700 Universe Boulevard
Juno Beach, Florida 33408-0420

Notice of Annual Meeting of Shareholders

May 21, 2010

The Annual Meeting of Shareholders of FPL Group, Inc. (FPL Group or the Company) will be held in the Juno Beach Auditorium at FPL Group's offices at 700 Universe Boulevard, Juno Beach, Florida at 10:00 a.m. on Friday, May 21, 2010, to consider and act upon the following items of business:

1. Election as directors of the nominees specified in the accompanying proxy statement.
2. Ratification of appointment of Deloitte & Touche LLP as FPL Group's independent registered public accounting firm for 2010.
3. Approval of an amendment to Article I of the Restated Articles of Incorporation of FPL Group, Inc. to change the Company's name to NextEra Energy, Inc.
4. Such other business as may properly be brought before the annual meeting or any adjournment(s) or postponement(s) of the annual meeting.

The proxy statement more fully describes these items. FPL Group has not received notice of other matters that may properly be presented at the annual meeting.

The record date for shareholders entitled to notice of, and to vote at, the annual meeting and any adjournment(s) or postponement(s) of the annual meeting is March 22, 2010.

Admittance to the annual meeting will be limited to shareholders. For the safety of attendees, all boxes, handbags and briefcases are subject to inspection. Cameras (including cell phones with photographic capabilities), recording devices and other electronic devices are not permitted at the meeting.

FPL Group is pleased to be furnishing proxy materials primarily by taking advantage of the Securities and Exchange Commission rule that allows issuers to furnish proxy materials to their shareholders on the Internet. The Company believes this rule allows it to provide you with the information you need while lowering the costs of delivery and reducing the environmental impact of the annual meeting.

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Please submit your proxy or voting instructions on the Internet promptly by following the instructions on your Notice of Internet Availability of Proxy Materials so that your shares can be voted, regardless of whether you expect to attend the annual meeting. If you received your annual meeting materials by mail, you also may submit your proxy by telephone or mark, date, sign and return the enclosed proxy/confidential voting instruction card. If you attend, you may withdraw your proxy and vote in person.

By order of the Board of Directors.

Alissa E. Ballot

Vice President & Corporate Secretary

Juno Beach, Florida

April 6, 2010

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FPL GROUP, INC.

Annual Meeting of Shareholders

May 21, 2010

PROXY STATEMENT

This proxy statement contains information related to the solicitation of proxies by the Board of Directors of FPL Group, Inc. (the Board), a Florida corporation (FPL Group, the Company, we, us or our), in connection with the annual meeting of FPL Group's shareholders to be held on Friday, May 21, 2010, beginning at 10:00 a.m., in the Juno Beach Auditorium at FPL Group's offices at 700 Universe Boulevard, Juno Beach, Florida and at any postponements or adjournments of the annual meeting.

ELECTRONIC DELIVERY OF PROXY MATERIALS

Under the rules of the Securities and Exchange Commission (SEC), FPL Group is furnishing proxy materials to many of its shareholders on the Internet, rather than mailing paper copies of the materials to each shareholder.

On or about April 6, 2010, FPL Group mailed to many of its shareholders of record a Notice of Internet Availability of Proxy Materials (the Notice), containing instructions on how to access and review the proxy materials, including the proxy statement and annual report, on the Internet. The Notice also instructs shareholders on how to access their proxy card to be able to submit their proxies on the Internet. Brokerage firms and other nominees who hold shares on behalf of beneficial owners will be sending their own similar Notice. Other shareholders, in accordance with their prior requests, have received e-mail notification of how to access the proxy materials and submit their proxy on the Internet. On or about April 6, 2010, FPL Group also began mailing a full set of proxy materials to certain shareholders, including shareholders who have previously requested a paper copy of the proxy materials.

Internet distribution of the proxy materials is designed to expedite receipt by shareholders, lower the cost of the annual meeting, and conserve natural resources. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the Notice of Internet Availability. If you have previously elected to receive FPL Group's proxy materials electronically, you will continue to receive the materials via e-mail unless you elect otherwise.

How do I access the proxy materials if I received a Notice of Internet Availability?

The Notice you received from FPL Group or your brokerage firm or nominee provides instructions regarding how to view FPL Group's proxy materials for the 2010 Annual Meeting on the Internet. As explained in greater detail in the Notice, to view the proxy materials and submit your proxy, you will need to visit www.proxyvote.com and have available your 12-digit Control number(s) contained in your Notice.

How do I request paper copies of the proxy materials?

Whether you hold FPL Group shares through a broker, bank or other nominee (in street name), or hold FPL Group shares directly in your name through FPL Group's transfer agent, Computershare Investor Services, LLC (Computershare), as a shareholder of record, you may request paper copies of the 2010 proxy materials by following the instructions listed at www.proxyvote.com, by telephoning 1-800-579-1639 or by sending an e-mail to sendmaterial@proxyvote.com.

IMPORTANT NOTICE REGARDING INTERNET AVAILABILITY OF PROXY MATERIALS

This proxy statement and the FPL Group 2009 annual report to shareholders are available at www.proxyvote.com.

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ABOUT THE ANNUAL MEETING

What is the purpose of the annual meeting?

At the annual meeting, shareholders will act upon the matters outlined in the notice of annual meeting of shareholders, including the election as directors of the nominees specified in this proxy statement, ratification of the appointment of the Company's independent registered public accounting firm for 2010 and approval of an amendment to Article I of the Restated Articles of Incorporation of FPL Group, Inc. to change the Company's name to NextEra Energy, Inc. (the name change amendment). In addition, management will report on the performance of the Company and respond to questions from shareholders.

Who can attend the annual meeting?

Subject to space availability, all shareholders as of the record date, or their duly appointed proxies, may attend the annual meeting. Since seating is limited, admission to the meeting will be on a first-come, first-served basis. Registration and seating will begin at 9:30 a.m., Eastern Time. If you plan to attend, please note that you may be asked to present valid picture identification, such as a driver's license or passport. Invited representatives of the media and financial community may also attend the annual meeting.

You will need proof of ownership of FPL Group common stock to enter the annual meeting:

If you hold shares directly in your name as a shareholder of record or if you are a participant in any of FPL Group's Employee Retirement Savings Plans:

If you received the Notice and you plan to attend the annual meeting, you can request an admission ticket by calling the Coordinator, Shareholder Services, at 561-694-4694.

If you received the proxy materials by mail, an admission ticket is attached to your proxy/confidential voting instruction card. If you plan to attend the annual meeting, please submit your proxy but keep the admission ticket and bring it with you to the meeting.

If your shares are held in street name, you will need to bring proof that you were the beneficial owner of those street name shares of FPL Group common stock as of the record date, such as a copy of a bank or brokerage statement, and check in at the registration desk at the annual meeting.

Will the annual meeting be webcast?

Our annual meeting will be webcast (audio only) on May 21, 2010. If you do not attend the annual meeting, you are invited to visit www.fplgroup.com at 10 a.m., Eastern Time, on May 21, 2010 to access the webcast of the meeting. You will not be able to vote your shares via the webcast. A replay of the webcast also will be available on our website through the first week of June 2010.

Who is entitled to vote at the annual meeting?

Only FPL Group shareholders at the close of business on March 22, 2010, the record date for the annual meeting, are entitled to receive notice of and to vote at the annual meeting. If you were a shareholder on that date, you will be entitled to vote all of the shares that you held on that date at the annual meeting or any adjournments or postponements of the annual meeting.

What are the voting rights of the holders of the Company's common stock?

Each outstanding share of FPL Group common stock, par value \$.01 per share, will be entitled to one vote on each matter properly brought before the annual meeting.

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What constitutes a quorum?

The presence at the annual meeting, in person or by proxy, of the holders of a majority of the shares of FPL Group common stock issued and outstanding on the record date will constitute a quorum, permitting the business of the meeting to be conducted.

As of the record date, [] shares of FPL Group common stock, representing the same number of votes, were outstanding. Thus, the presence of the holders of common stock representing at least [] shares will be required to establish a quorum.

In determining the presence of a quorum at the annual meeting, abstentions in person, proxies received but marked as abstentions as to any or all matters to be voted on that permit abstentions, and proxies received with broker non-votes on some but not all matters to be voted on, are counted as present.

A broker non-vote occurs when a broker, bank or other holder of record that holds shares for a beneficial owner (broker) does not vote on a particular proposal because the broker has not received voting instructions from the beneficial owner and does not have discretionary voting power for that particular proposal. Brokers may vote on ratification of the appointment of the independent registered public accounting firm even if they have not received instructions from the beneficial owner. However, brokers may not vote on the election of directors or on the proposal to approve the name change amendment unless they have received voting instructions from the beneficial owner. See the response to

What vote is required to approve the matters proposed? below for a discussion of the effect of broker non-votes on the election of directors and on the proposal to approve the name change amendment.

What is the difference between holding shares as a shareholder of record and as a beneficial owner?

If your shares are registered directly in your name with FPL Group's transfer agent, Computershare, you are considered, with respect to those shares, the shareholder of record. The Notice or, for some shareholders of record, a full set of the proxy materials, has been sent directly to you by or on behalf of FPL Group.

If your shares are held in street name, you are considered the beneficial owner of the shares. The Notice or, for some beneficial owners, a full set of the proxy materials, was forwarded to you by or on behalf of your broker, who is considered, with respect to those shares, the shareholder of record.

How do I submit my proxy or voting instructions?

On the Internet or, if you received the proxy materials by mail, also by telephone or by mail

By Internet You may vote on the Internet until 11:59 p.m., Eastern Time on May 20, 2010 by going to www.proxyvote.com and following the instructions on your screen. Please have your Notice or proxy/confidential voting instruction card available when you access the web page.

By Telephone If you received the proxy materials by mail, you may vote by telephone by calling the toll-free telephone number on your proxy/confidential voting instruction card (1-800-690-6903), 24 hours a day and up until 11:59 p.m. Eastern Time on May 20, 2010, and following the prerecorded instructions. Please have your proxy/confidential voting instruction card available when you call. If you hold your shares in street name, your broker, bank, trustee or other nominee may provide additional instructions to you regarding voting your shares by telephone.

By Mail If you received the proxy materials by mail, you may submit your proxy by mail by marking the enclosed proxy/confidential voting instruction card, dating and signing it, and returning it in the postage-paid envelope provided, or to FPL Group, Inc., c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Your proxy/confidential voting instruction card must be received by May 20, 2010.

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Please see the Notice, your proxy/confidential voting instruction card or the information your broker provided to you for more information on your options. FPL Group's proxy tabulator, Broadridge Investor Communications Solutions, Inc., must receive any proxy/confidential voting instruction card that will not be delivered in person at the annual meeting, or any vote on the Internet or by telephone, no later than 11:59 p.m., Eastern Time, on Thursday, May 20, 2010.

If you are a shareholder of record and you return your signed proxy/confidential voting instruction card or submit your proxy by Internet or telephone, but do not indicate your voting preferences, the persons named as proxies in the proxy/confidential voting instruction card will vote the shares represented by that proxy as recommended by the Board.

In person at the annual meeting

All shareholders may vote in person at the annual meeting. However, if you are a beneficial owner of shares, you must obtain a legal proxy from your broker and present it to the inspector of election with your ballot to be able to vote at the annual meeting.

Your vote is important. You can save us the expense of a second mailing and further solicitation of proxies by submitting your proxy or voting instructions promptly.

Can I change my vote after I submit my proxy or voting instructions using the Internet or by telephone or after I return my proxy/confidential voting instruction card or voting instructions?

Yes.

If you are a shareholder of record, you can revoke your proxy before it is exercised by:

written notice to the Corporate Secretary of the Company;

timely delivery of later-dated voting instructions through the Internet or, if you received the proxy materials by mail, also by timely delivery of a valid, later-dated proxy/confidential voting instruction card or later-dated voting instructions by telephone; or

voting by ballot at the annual meeting, although please note that attendance at the meeting will not by itself revoke a previously granted proxy.

You may change your proxy by using any one of these methods regardless of the method you previously used to submit your proxy.

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your broker. You may also vote in person at the annual meeting if you obtain a legal proxy as described in the answer to the previous question.

All shares for which proxies have been properly submitted and not revoked will be voted at the annual meeting.

How do I vote my Employee Retirement Savings Plan (401(k)) shares?

If you participate in any of our Employee Retirement Savings Plans (the plans), you may give voting instructions to Fidelity Management Trust Company, as trustee of the plans (Trustee). If you are a non-bargaining FPL Group employee, or a bargaining unit employee outside the state of Florida, you may give your voting instructions to the Trustee by following the instructions you received in an e-mail from FPL GROUP, INC. [id@ProxyVote.com] sent to your work e-mail address (unless you opted to receive a paper copy of the proxy materials). If you are a Florida Power & Light Company bargaining unit employee in Florida, or a

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participant in the plans who is not a current employee of FPL Group or its subsidiaries, or if you opted out of e-mail delivery, you may give your voting instructions to the Trustee through the Internet or by telephone by following the instructions on your proxy/confidential voting instruction card, or you may give your voting instruction to the Trustee by mail by completing and returning the proxy/confidential voting instruction card accompanying this proxy statement.

Your instructions will tell the Trustee how to vote the number of shares of FPL Group common stock in the plans reflecting your proportionate interest in the FPL Group Stock Fund and the FPL Group Leveraged ESOP Fund. You have this right because the plans deem you to be a named fiduciary of the shares of common stock allocated to your account for voting purposes. Your instructions will also determine the vote of a proportionate number of shares of common stock in the Leveraged ESOP Fund which are not yet allocated to participants. If you do not give the Trustee voting instructions, the number of shares reflecting your proportionate interest in the FPL Group Stock Fund and the FPL Group Leveraged ESOP Fund will not be voted, but your proportionate share of the unallocated FPL Group Leveraged ESOP Fund shares will be voted by the Trustee in the same manner as it votes unallocated shares for which instructions are received. The Trustee will vote your shares in accordance with your duly executed instructions received by 1:00 a.m., Eastern Time, on May 19, 2010.

You may also revoke previously given voting instructions by 1 a.m., Eastern Time, on May 19, 2010, by filing written notice of revocation with the Trustee or by giving new voting instructions in any of the ways described above. The Trustee will follow the last timely voting instructions which it receives from you. Your voting instructions will be kept confidential by the Trustee.

What is householding and how does it affect me?

FPL Group has adopted a procedure approved by the SEC called householding. Under this procedure, shareholders of record who have the same address and last name, and do not participate in electronic delivery of proxy materials, will receive only one package containing individual copies of the Notice or proxy materials in paper form for each shareholder at the address. This procedure will reduce the volume of duplicate materials shareholders receive and also will reduce FPL Group's postage fees. Shareholders who participate in householding and to whom a full set of proxy materials have been mailed will continue to receive separate proxy cards. If your household receives only a single package containing a copy of the Notice or the proxy materials, and you wish to receive a duplicate copy, please contact Broadridge toll free at 1-800-542-1061, or write to Broadridge, Household Department, 51 Mercedes Way, Edgewood, NY 11717, and a duplicate copy will be provided promptly. You may contact Broadridge at the same telephone number or mailing address if you wish to revoke your consent to future householding mailings.

If you are eligible for householding, but you and other shareholders of record with whom you share an address currently receive multiple packages containing copies of the Notice or proxy materials in paper form, or if you hold shares in more than one account, and in either case you wish to receive only a single package for your household, please contact us in writing at FPL Group, Shareholder Services, P.O. Box 14000, 700 Universe Blvd., Juno Beach, Florida, 33408-0420 or by calling 1-800-222-4511.

Beneficial owners can request information about householding from their banks, brokers or other holders of record.

What are the Board's recommendations?

Unless you give other instructions, the persons named as proxies will vote in accordance with the recommendations of the Board. The Board's recommendations are set forth together with the description of each item in this proxy statement. In summary, the Board recommends a vote:

FOR the election as directors of the nominees specified in this proxy statement. (See Proposal 1)

FOR ratification of appointment of Deloitte & Touche LLP as FPL Group's independent registered public accounting firm for 2010. (See Proposal 2)

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FOR approval of an amendment to Article I of the Restated Articles of Incorporation of FPL Group, Inc. to change the Company's name to NextEra Energy, Inc. (See Proposal 3)

In accordance with the discretion of the persons acting under the proxy concerning such other business as may properly be brought before the annual meeting or any adjournment(s) or postponement(s) thereof.

What vote is required to approve the matters proposed?

Election as directors of the nominees specified in this proxy statement A nominee for director shall be elected to the board of directors if the votes cast for such nominee's election by shareholders present in person or represented by proxy at the meeting and entitled to vote on the matter exceed the votes cast by such shareholders against such nominee's election. Each vote to withhold has the same effect as a vote against a nominee. If you are a beneficial owner, your broker is not permitted under New York Stock Exchange (NYSE) rules to vote your shares on the election of directors if the broker does not receive voting instructions from you. Without your voting instructions, a broker non-vote will occur. Since broker non-votes are not votes cast, they will have no legal effect on the election of directors. See *Director Resignation Policy* in the section entitled *Corporate Governance and Board Matters* for information about FPL Group's policy if a nominee for director fails to receive the required vote.

Ratification of appointment of independent registered public accounting firm The appointment of the independent registered public accounting firm will be ratified if the votes cast by shareholders present in person or represented by proxy at the meeting and entitled to vote on the matter favoring such action exceed the number of votes cast by such shareholders opposing such action (a Majority Vote). Since brokers are permitted under NYSE rules to vote your shares on this proposal even if the broker does not receive voting instructions from you, there are not expected to be broker non-votes on this proposal. Abstentions are not considered votes cast and will have no legal effect on whether this proposal is approved.

Approval of the amendment to Article I of the Restated Articles of Incorporation of FPL Group, Inc. to change the Company's name to NextEra Energy, Inc. A Majority Vote is required to approve the amendment. Abstentions are not considered votes cast and will have no legal effect on whether this proposal is approved. Brokers are not permitted under NYSE rules to vote your shares on this proposal if the broker does not receive voting instructions from you. Without your voting instructions, a broker non-vote will occur. Since broker non-votes are not votes cast, they will have no legal effect on whether this proposal is approved.

Who pays for the solicitation of proxies?

FPL Group is soliciting proxies, and it will bear the expense of solicitation. Proxies will be solicited principally by mail and by electronic media, but directors, officers and regular employees of FPL Group or its subsidiaries may solicit proxies personally, or by telephone or by electronic media, but without compensation other than their regular compensation. FPL Group has retained Laurel Hill Advisors, LLC to assist in the solicitation of proxies, for which it will be paid a fee of \$12,000 plus out-of-pocket expenses. FPL Group will reimburse custodians, nominees and other persons for their out-of-pocket expenses in sending the Notice and/or proxy materials to beneficial owners.

Could other matters be decided at the annual meeting?

At the date this proxy statement went to press, the Board did not know of any matters to be raised at the annual meeting other than those referred to in this proxy statement and does not intend to bring before the meeting any matter other than the proposals described in this proxy statement. If, however, other matters are properly brought before the annual meeting, or any adjourned or postponed meeting, your proxies include discretionary authority on the part of the individuals appointed to vote your shares or act on those matters according to their discretion, including voting to adjourn or postpone the annual meeting.

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BUSINESS OF THE ANNUAL MEETING

Proposal 1: Election as directors of the nominees specified in this proxy statement

The Board has nominated the 12 incumbent members listed below for election as directors at the annual meeting. Unless you specify otherwise in your proxy, your proxy will be voted **FOR** the election of the listed nominees.

The Board is currently comprised of 13 members. One member of the Board, Paul R. Tregurtha, has reached the mandatory retirement age and will retire from the Board effective immediately prior to the annual meeting. In accordance with the Company's Bylaws, the Board has adopted a resolution, effective immediately preceding the annual meeting, reducing the size of the Board to 12 members. The Board believes this membership is within an appropriate size range because it facilitates substantive discussions among Board members and allows for contributions by directors having a broad range of skills, expertise, and industry knowledge and diversity of opinion. In addition, because of the complexity of the Company's businesses, the Board generally believes it is appropriate, as a Board member approaches retirement, to have a slightly larger Board during a period of transition to a new director. Directors serve until the next annual meeting of shareholders or until their respective successors are elected and qualified.

Director Qualifications. The FPL Group, Inc. Corporate Governance Principles & Guidelines (Corporate Governance Principles & Guidelines), a copy of which is available in the *Governance* section of the Company's website at www.fplgroup.com/governance/contents/governance.shtml, contains Board membership qualifications, including experience, skills and attributes, that are considered by the Governance & Nominating Committee in recommending non-employee nominees for a position on the Board. In addition, the Corporate Governance Principles & Guidelines provide that the Company's chief executive officer is to serve as a director. The Board views itself as a cohesive whole, and includes members who together serve the interests of the Company and its shareholders. Qualifications, attributes and other factors considered by the Governance & Nominating Committee in identifying director nominees include (but are not limited to):

experience at a strategy and/or policy setting level, or high-level managerial experience in a relatively complex business, government or other organization, or other similar and relevant experience in dealing with complex problems;

sufficient time to devote to the Company's affairs (including limiting service on other boards of public companies to a number that permits directors, given their individual circumstances, to perform responsibly all director duties, but in any event with simultaneous service as a director limited to no more than six public companies);

character and integrity;

an inquiring mind and good judgment;

an ability to work effectively with others;

whether an individual assists in achieving a mix of directors that represents a diversity of background and experience, including age, gender, race, ethnicity and specialized experience;

an ability to represent the balanced interests of the Company's shareholders as a whole, rather than special constituencies;

the individual's independence as described in applicable listing standards, legislation and regulations;

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the extent of the individual's business experience, technical expertise, or specialized skills or experience, and whether the individual, by virtue of particular experience relevant to FPL Group's current or future business, will add specific value as a Board member; and

whether the individual would be considered an audit committee financial expert or financially literate as described in applicable listing standards, legislation, regulations or Audit Committee guidelines.

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As discussed more specifically below, the Governance & Nominating Committee considered in particular the contributions to a strong, diverse board of the individual backgrounds and experience of its current directors and nominees, including without limitation experience in: leading and growing businesses; legislative, political and regulatory affairs; customer and client service; environmental compliance; investor relations; international business operations and management; industrial operations; capital raising strategies; executive compensation; renewable energy; nuclear power operations and management; finance; and strategic planning. The regulated and competitive operations of the Company require an understanding of the regulatory, legislative and political environment affecting public utility and competitive energy operations, the service demands of wholesale and retail power customers, the effect of new technologies on the Company's strategic direction, the challenges of maintaining growth without sacrificing profitability, the diverse options available for financing the Company's businesses and the Company's responsibilities to the communities it serves. The particular experience, qualifications, attributes and skills that led the Governance & Nominating Committee and the Board to conclude, in light of the Company's business and structure, that each current director and nominee should serve as an FPL Group director include (but are not limited to) the following:

Mrs. Barrat has 35 years of progressively more responsible leadership experience in financial services, culminating in her current position as President of Personal Financial Services for The Northern Trust Company, one of two principal business units of this Fortune 500 company. She is experienced in building and leading client service businesses that operate in a variety of regulatory jurisdictions and, as a Florida native with a significant part of her company's business in Florida, she has extensive experience with Florida-based customers and business conditions. In addition, her 12 years of service on the Board have provided her with knowledge and experience about the Company's history and businesses.

Mr. Beall has 36 years of leadership experience at Bealls, Inc., the parent company of Bealls Department Stores, Inc., and Bealls Outlet Stores, Inc. (collectively, Bealls), during which the company grew from seven stores in Florida and sales of \$6 million to over 500 stores in 14 states and over \$1 billion in sales. In addition to this experience in growing and leading a business, Mr. Beall has extensive experience with Florida-based customers and business conditions. Further, his more than 20 years of service on the Board have provided him with knowledge and experience about the Company's history and businesses.

Mr. Brown has 48 years of leadership experience at Brown & Brown, Inc. (Brown & Brown), an insurance broker which grew during his tenure from a company with six employees to a public company with operations in 38 states and 5,400 employees. In addition to the risk management expertise and financial acumen gained from his business experience, Mr. Brown has extensive legislative and political experience and knowledge, having served eight years in the Florida legislature, including two years as Speaker of the House. Further, his more than 20 years of service on the Board have provided him with knowledge and experience about the Company's history and businesses.

Mr. Camaren had 19 years of leadership experience in progressively more senior roles with a large, regulated investor-owned utility. During the years he served as chairman and chief executive officer, the utility had customer growth at a rate that exceeded the industry average and acquired and integrated over 40 utilities. In addition, Mr. Camaren has experience in managing capital expenditures, environmental compliance, regulatory relations and investor relations.

Mr. Ferguson has 33 years of leadership experience in progressively more responsible roles at Eastman Chemical Company (Eastman), a public company with 2009 revenues of approximately \$5 billion and 10,000 employees, culminating in his service as chief executive officer and as executive chairman. He has experience in international business, industrial operations, strategic planning and capital raising strategies, as well as in executive compensation.

Mr. Hay has a B.S. degree in electrical engineering and an M.S. degree in industrial administration, and also studied nuclear engineering. He developed an expertise in strategy development and implementation as a strategy consultant, a position he held for nine years. Having served as chief financial officer of the Company from 1999 to 2000 and of another large corporation from 1991 to

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1999, Mr. Hay has substantial experience with respect to capital raising, financial planning, mergers and acquisitions, and investor relations. He also has experience in corporate governance, as he serves on the governance committees of two other public companies, and as the chairman of one of those committees. Mr. Hay has been instrumental in the Company's growth, as market capitalization has increased from \$10.6 billion at the end of June 2001 to \$21.8 billion at the end of December 2009. Mr. Hay's knowledge of all aspects of the Company's business and industry, combined with his strategic vision and his focus on continuous improvement and operational excellence, have contributed greatly to the Company's achievements as a leader in renewable energy generation, and to its selection as one of Fortune Magazine's Most Admired Companies for four consecutive years.

Ms. Jennings has extensive legislative and political experience, having served three years as Lieutenant Governor of the State of Florida and 24 years in the Florida legislature. In addition, she has extensive experience in running a Florida-based business and familiarity with the Florida business environment.

Mr. Kingsley has extensive leadership experience in the operation and management of nuclear power generation facilities and utilities. He is the retired president and chief operating officer of Exelon Corporation, an integrated utility company. Prior thereto, Mr. Kingsley served as president and chief nuclear officer of Exelon Nuclear. Earlier in his career, Mr. Kingsley served as president and chief nuclear officer of the Nuclear Generation Group of Unicom, the parent company of Commonwealth Edison, then the largest nuclear program in the United States, as chief nuclear officer of the Nuclear Generation Group at the Tennessee Valley Authority, as vice president, Nuclear Operations for Middle South Utilities, and in various positions in the nuclear area of the Southern Company. From 1966 to 1971, Mr. Kingsley served as an officer in the United States Navy Nuclear Submarine Force. As a result of his service in these positions, as well as his past service as President of the World Association of Nuclear Operators (WANO), an organization created to improve safety at nuclear power plants around the world, Mr. Kingsley also offers substantial experience concerning all aspects of nuclear safety.

Mr. Schupp has 25 years of leadership experience as a chief executive officer of both public and private banking organizations, and has experience in reviewing the financial statements of complex businesses, in mergers and acquisitions, in developing and implementing capital raising strategies, in strategic planning and with Florida-based customers and business conditions. In addition, he has experience in such areas as macroeconomic policy, community and economic development and government regulation gained from his service as a director of the Federal Reserve Bank of Atlanta.

Mr. Swanson has 38 years of progressively more responsible leadership experience at Raytheon Company (Raytheon), culminating in his six years of experience as chief executive officer of a complex public company with international operations, revenues in 2009 of approximately \$25 billion and 75,000 employees. He has extensive experience in strategic planning, operations and management, global business operations and complex technologies. He holds a bachelor's degree in industrial engineering from California Polytechnic State University.

Mr. Thaman has 17 years of leadership experience at Owens Corning, including his experience as chief financial officer and culminating in his seven years of experience as chairman and two years of experience as chief executive officer of this global public company with 2009 revenues of approximately \$5 billion and 16,000 employees. Prior to joining Owens Corning, Mr. Thaman was Vice President in the New York office of Mercer Management Consulting, a strategy consulting firm. He has experience leading business operations, finance and strategy. His experience as a chief financial officer and chief executive officer has led to his designation as an audit committee financial expert.

Mr. Tookes had many years of operational leadership in senior management positions at large international public companies, which provided him with leadership, financial and global experience, as well as substantial leadership experience in the management of complex technology businesses. His science, engineering and business education and training have provided him with knowledge relevant to the operation of the Company's businesses. His public company board experience includes service on the audit, finance, compensation, governance and nominating and business ethics committees of various public companies.

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Listed below are the 12 nominees for election as directors, their principal occupations and certain other information regarding them. Unless otherwise noted, each director has held his or her present position continuously for five years or more and his or her employment history is uninterrupted.

Sherry S. Barrat

Mrs. Barrat, 60, is president of Personal Financial Services for The Northern Trust Company, a banking corporation headquartered in Chicago, Illinois. Mrs. Barrat is a member of Northern Trust's Management Committee. Prior to being appointed to her current office in January 2006, Mrs. Barrat served as chairman and chief executive officer of Northern Trust Bank of California, N.A., from 1999 through 2005, and as president of Northern Trust Bank of Florida's Palm Beach Region from 1992 through 1998. Mrs. Barrat joined Northern Trust in 1990 in Miami. Mrs. Barrat has been a director of FPL Group since 1998.

Mr. Beall, 66, is chairman of Bealls, which operate retail stores located from Florida to California. Until August 2006, he was also chief executive officer of Bealls. Mr. Beall is currently, and has been since 2004, a director of SunTrust Banks, Inc., and is currently a director of Blue Cross/Blue Shield of Florida and the National Retail Federation. He is also past chairman of the Florida Chamber of Commerce. Mr. Beall has been a director of FPL Group since 1989.

Robert M. Beall, II

J. Hyatt Brown

Mr. Brown, 72, is non-executive chairman of the board of Brown & Brown, a publicly-held insurance broker based in Daytona Beach and Tampa, Florida. He served as chief executive officer of Brown & Brown from 1993 to July 2009, and was president of Brown & Brown from 1961 to 1993. He is also currently a director of Verisk Analytics, Inc. (since 2009) and International Speedway Corporation (since 1987). He was a director of Rock-Tenn Company from 1971 until his retirement in January 2010, a director of SunTrust Banks, Inc. from 1984 until 2008 and a director of BellSouth Corporation from 1994 until its acquisition by AT&T Corp. in 2006. Mr. Brown is a former member of the Florida House of Representatives and served as Speaker of the House from 1978 to 1980. He is a member and past chairman of the Board of Trustees of Stetson University. Mr. Brown has been a director of FPL Group since 1989.

James L. Camaren

Mr. Camaren, 55, is a private investor. Until May 2006, he was chairman and chief executive officer of Utilities, Inc. Utilities, Inc. was one of the largest investor-owned water utilities in the United States until March 2002, when it was acquired by Nuon, a Dutch company, which subsequently sold Utilities, Inc. in April 2006. He joined Utilities, Inc. in 1987 and served successively as vice president of business development, executive vice president, and vice chairman, becoming chairman and chief executive officer in 1996. Mr. Camaren has been a director of FPL Group since 2002.

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J. Brian Ferguson

Mr. Ferguson, 55, is executive chairman of Eastman, a global chemical company engaged in the manufacture and sale of a broad portfolio of chemicals, plastics and fibers, having retired as chief executive officer of Eastman in May 2009. Prior to becoming chairman and chief executive officer of Eastman in January 2002, Mr. Ferguson served as president of Eastman's Chemicals Group, where he had direct responsibility for all chemicals-based business organizations, as well as the manufacturing, sales, pricing and product management, technology and geographical aspects of the business group. He joined Eastman in 1977 and led several of its businesses in the U.S. and Asia. Mr. Ferguson is a director of the American Chemistry Council. Mr. Ferguson has been a director of FPL Group since 2005.

Lewis Hay, III

Mr. Hay, 54, is the chairman and chief executive officer of FPL Group, having relinquished the title of president in December 2006. He became a director, president and chief executive officer of FPL Group in June 2001, and chairman of FPL Group and chairman and chief executive officer of Florida Power & Light Company in January 2002. Mr. Hay relinquished the title of chief executive officer of Florida Power & Light Company in July 2008. He joined FPL Group in 1999 as vice president, finance and chief financial officer. From March 2000 until December 2001 he served as president of FPL Group's competitive energy subsidiary, NextEra Energy Resources, LLC. He is a director of Capital One Financial Corporation (since 2003) and Harris Corporation (since 2002), as well as FPL Group's subsidiary, Florida Power & Light Company.

Toni Jennings

Ms. Jennings, 60, has since 2007 been the chairman of the board of Jack Jennings & Sons, Inc., a family-owned construction business which provides general contractor, construction manager and design builder services. She served as the Lieutenant Governor of the State of Florida from March 2003 through December 2006. Prior to serving in that role, she was a member of the Florida Senate from 1980 until 2000, including two consecutive terms as Senate President, and a member of the Florida House of Representatives from 1976 until 1980. From 1983 until she became Lieutenant Governor, she also served as president of Jack Jennings & Sons. Ms. Jennings is a director of Brown & Brown (since 2007) and the Nemours Foundation and a trustee of Rollins College. Ms. Jennings has been a director of FPL Group since 2007.

Oliver D. Kingsley, Jr.

Mr. Kingsley, 67, is retired, and currently serves as Associate Dean for Special Projects at the Samuel Ginn College of Engineering at Auburn University. Prior to his retirement, Mr. Kingsley served from February 2002 to November 2004 as president and chief operating officer of Exelon Corporation, an integrated utility company, and as president and chief executive officer of Exelon's subsidiary, Exelon Generation. Prior thereto, Mr. Kingsley served as president and chief nuclear officer of Exelon Nuclear from October 2000 to February 2002. Mr. Kingsley is a director of McDermott International, Inc. (since 2004). Mr. Kingsley has been a director of FPL Group since 2007.

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Rudy E. Schupp

Mr. Schupp, 59, has been the president and chief executive officer, and a director, of 1st United Bank, a banking corporation located in Boca Raton, Florida, and chief executive officer and a director of its publicly-held parent company, 1st United Bancorp, Inc., since mid-2003. He was the chairman, president and chief executive officer of Republic Security Bank in West Palm Beach, Florida from 1984 until March 2001, and the chairman, president and chief executive officer of its parent company, Republic Security Financial Corporation (RSFC), from 1985 until March 2001, when RSFC was acquired by Wachovia Corporation. Following the acquisition, he served as Chairman of Florida Banking of Wachovia Bank, N.A. until December 2001. In March 2002, Mr. Schupp became a managing director of Ryan Beck & Co., an investment banking and brokerage company, a position he held until March 2003. He is a director of the Federal Reserve Bank of Atlanta, a director (and the former chairman) of the Business Development Board of Palm Beach County and a former president of the Florida Bankers Association. Mr. Schupp has been a director of FPL Group since 2005.

William H. Swanson

Mr. Swanson, 61, has been the chairman of the board of Raytheon, a company engaged in defense and government electronics, space and airborne systems, information technology, technical services and business and special mission aircraft, since 2004 and Raytheon's chief executive officer since July 2003. Prior thereto, he served as president of Raytheon from July 2002 to May 2004, as executive vice president of Raytheon and president of its Electronic Systems division from January 2000 to July 2002, and as executive vice president of Raytheon and chairman and chief executive officer of Raytheon Systems Company from January 1998 to January 2000. Mr. Swanson joined Raytheon in 1972 and has held a wide range of leadership positions, including manufacturing manager of the company's largest operation, senior vice president and general manager of the Missile Systems Division, general manager of Raytheon Electronic Systems, president of Electronic Systems, and chairman and chief executive officer of Raytheon Systems Company. Mr. Swanson has been a director of FPL Group since October 2009.

Michael H. Thaman

Mr. Thaman, 46, has been president and chief executive officer of Owens Corning, a world leader in building materials systems and composite systems, since December 2007, and has been its chairman since April 2002. Prior to becoming president and chief executive officer, Mr. Thaman had served as senior vice president and chief financial officer of Owens Corning since April 2000. Mr. Thaman joined Owens Corning in August 1992 as director, corporate development, and has held other positions with it since that time. Mr. Thaman has been a director of FPL Group since 2003.

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Hansel E. Tookes, II

Mr. Tookes, 62, retired from Raytheon, a company engaged in defense and government electronics, space and airborne systems, information technology, technical services and business and special mission aircraft, in December 2002. He joined Raytheon in 1999 as president and chief operating officer of Raytheon Aircraft Company, was appointed chairman and chief executive officer of Raytheon Aircraft Company in 2000, and became president of Raytheon International in 2001. From 1980 until joining Raytheon, Mr. Tookes held a variety of leadership positions with United Technologies Corporation, including serving as president of Pratt & Whitney's Large Military Engines Group. He is a director of Corning Incorporated (since 2001), Harris Corporation (since 2005), BBA Aviation PLC (since 2007) and Ryder System, Inc. (since 2002). Mr. Tookes has been a director of FPL Group since 2005.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION

OF ALL NOMINEES.

Proposal 2: Ratification of appointment of Deloitte & Touche LLP as independent registered public accounting firm for 2010

In accordance with the provisions of the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley), the Audit Committee of the Board appoints the Company's independent registered public accounting firm. It has appointed Deloitte & Touche (Deloitte & Touche) as the independent registered public accounting firm to audit the accounts of FPL Group and its subsidiaries, as well as to provide its opinion on the effectiveness of the Company's internal control over financial reporting, for the fiscal year ending December 31, 2010. Although ratification is not required by FPL Group's Bylaws or otherwise, the Board is submitting the selection of Deloitte & Touche to shareholders as a matter of good corporate practice. If the shareholders do not ratify the appointment, the appointment will be reconsidered by the Audit Committee, but the Audit Committee may decide to retain Deloitte & Touche as FPL Group's independent registered public accounting firm. Even if the appointment is ratified, the Audit Committee in its discretion may change the appointment at any time during the year if it determines that a change would be in the best interests of FPL Group and its shareholders. Additional information on audit-related matters may be found beginning on page 29 of this proxy statement.

Representatives of Deloitte & Touche will be present at the annual meeting and will have an opportunity to make a statement and to respond to appropriate questions from shareholders raised at the meeting.