EVERSOURCE ENERGY
Form PRE 14A
March 14, 2017

Table of Contents

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 ý

Filed by a Party other than the Registrant o

Check the appropriate box:

ý Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

o Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

Eversource Energy

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5)

Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

2017 ANNUAL MEETING OF SHAREHOLDERS

Dear Fellow Shareholders:

On behalf of the Board of Trustees and employees of Eversource Energy, it is our pleasure to invite you to attend the 2017 Annual Meeting of Shareholders of Eversource Energy, which will be held on Wednesday, May 3, 2017, at 10:30 a.m., at Infinity Hall, 32 Front Street, Hartford, Connecticut 06103.

Please see the accompanying Notice of Annual Meeting of Shareholders and proxy statement for information on the matters to be acted upon at the meeting. Our meeting agenda will also include a discussion of the operations of the Eversource Energy system companies and an opportunity for your questions.

In 2016, we achieved very positive financial and operating performance results. Our 2016 recurring earnings were $2.96 per share, a 5.3% increase over 2015, and we raised our dividend by 6.6% for 2016 to $1.78 per share. We maintained our Standard & Poor's (S&P) credit rating of "A" and our outlook was raised by S&P and Fitch from Stable to Positive. Our S&P "A" credit rating remains the highest holding company credit rating in the industry. Our operating performance also continued to outpace our peers. In addition, we were recognized as the top U.S. utility for its energy efficiency programs by the sustainability advocacy organization Ceres. We continue to be committed to shareholder value, excellent customer service and environmental stewardship.

Whether or not you plan to attend the meeting, it is important that your shares be represented at the meeting. Instructions regarding the methods of voting are contained in the Notice of Internet Availability of Proxy Materials and the proxy materials.

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

Very truly yours,

Thomas J. May
Chairman of the Board

James J. Judge
President and Chief Executive Officer

March , 2017

Notice of Annual Meeting of Shareholders

Wednesday, May 3, 2017, 10:30 a.m.
Infinity Hall, 32 Front Street, Hartford, Connecticut

Business Items

1. Elect the twelve nominees named in the proxy statement as Trustees to hold office until the 2018 Annual Meeting.
2. Approve a proposed amendment to our Declaration of Trust that adds a proxy access provision.
3. Consider an advisory proposal approving the compensation of our Named Executive Officers.
4. Consider an advisory proposal on the frequency of future advisory proposals on executive compensation.
5. Re-approve the material terms of the performance goals under the 2009 Eversource Incentive Plan as required by Section 162(m) of the Internal Revenue Code.
6. Ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2017.
7. 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 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 , 2017.

Voting

Your proxy vote is important. Whether or not you plan to attend the Annual Meeting, we encourage you to read this proxy statement and promptly vote your shares. You may vote by completing, signing and dating the enclosed proxy or voting instruction card and returning it in the enclosed envelope, or by voting by telephone or via the Internet. 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 7 and to the instructions on your proxy or voting instruction card. This Notice of Annual Meeting of Shareholders and Proxy Statement, the accompanying form of proxy or voting instruction card and our 2016 Annual Report are first being provided to and made available to shareholders on or about March , 2017.

Meeting Admission

You or your proxy are entitled to attend the Annual Meeting or any adjournment or postponement only if you were an Eversource Energy shareholder at the close of business on March , 2017 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,

Richard J. Morrison
Secretary

Important Notice Regarding the Availability of Proxy Statement Materials for the Annual Meeting of Shareholders to be held on May 3, 2017. The Proxy Statement for the Annual Meeting of Shareholders to be held on May 3, 2017 and the 2016 Annual Report are available on the Internet at www.envisionreports.com/ES

Table of Contents

Table of Contents

Table of Contents

Table of Contents

2016 Financial and Operational Results

In 2016, we achieved strong overall financial and operational performance results. The following is a summary of some of our most important accomplishments in 2016:

2016 Financial Results

Earnings Growth 2014 - 2016 recurring earnings per share have grown 5.7% on average, consistent with our long-term earnings guidance and above the utility industry average. A reconciliation between reported earnings per share and the recurring earnings per share presented below appears under the caption entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations Overview" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. Recurring earnings per share presented below for 2014 and 2015 exclude merger-related costs.

Dividend Growth As a result of our strong earnings growth, the Board of Trustees increased the annual dividend rate by 6.6% for 2016 to $1.78 per share, exceeding the EEI Index companies' median dividend growth rate of 3.8%. Our dividend growth rate for the period 2014 - 2016 averaged 6.5%, greater than our earnings per share growth and well ahead of the utility industry average.

2016 Operational Results

We continue to operate our electric and gas systems well. This is the result of the continuing implementation of best practices, focusing on investments in reliability improvements to reduce the number and length of outages, and performing our work safely each and every day.

Reliability While we were affected in 2016 by an unusually high number of storms in our service territory, Electric System Reliability, which is measured by months between interruptions and average time to restore power, was better than the industry average, being toward the top of the industry second quartile.

Safety Safety performance measured by days away or restricted time per 100 workers continued to improve for the fourth straight year. Our safety performance was its best ever.

Table of Contents

Proxy Statement 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 2016 Annual Report. The proxy statement and our 2016 Annual Report are first

being provided to the Company's shareholders and made available on the Internet at *www.eversource.com/Content/general/about/investors/sec-filings* on or about March , 2017.

Annual Meeting of Shareholders

Time and Date:	10:30 a.m., Eastern Time, on Wednesday, May 3, 2017
Location:	Infinity Hall 32 Front Street Hartford, Connecticut 06103
Record Date:	March , 2017

Proposals to be Voted on and Board Voting Recommendations

2017 Proposals

The Board of Trustees of Eversource Energy is asking you to vote on six proposals:

Proposal 1 Election of Trustees

The Board has nominated 12 Trustees, 11 of whom are independent, for reelection to our Board of Trustees. Each of our independent nominees were elected to the

Board by at least 92% of the shares voted at the 2016 Annual Meeting. Please see pages 11 17. The following table provides summary information about each nominee:

			Board Committees				
Trustee	**Age**	**Trustee Since**	**Audit**	**Compensation**	**Corporate Governance**	**Executive**	**Finance**
John S. Clarkeson	74	2008	M	M			
Cotton M. Cleveland	64	1992			M		M
Sanford Cloud, Jr. *	72	2000		M	C	M	
James S. DiStasio	69	2012		M		M	C
Francis A. Doyle	68	2012	C		M	M	
Charles K. Gifford	74	2012		C	M	M	
James J. Judge	61	2016				M	
Paul A. La Camera	74	2012			M		M
Kenneth R. Leibler	68	2006	M				M
William C. Van Faasen	68	2012	M	M			
Frederica M. Williams	58	2012	M				M
Dennis R. Wraase	72	2010		M	M		

C: Committee Chair

M: Committee Member

* Lead Trustee

The Board of Trustees recommends that shareholders vote FOR the election of each nominee.

Table of Contents

PROXY STATEMENT SUMMARY

Proposal 2 Approval of a Proposed Amendment to our Declaration of Trust to Implement Proxy Access

We are asking shareholders to approve an amendment to our Declaration of Trust that adds a proxy access provision. The provision allows nomination by a shareholder who has at least three percent continuous ownership, for at least three years, of our common shares. Under the provision, shareholders may nominate up to the greater of two or 20% of the number of Board members. The proposal also allows aggregation by up to 20 shareholders. Many refer to this as the "3/3/20/20" proxy access provision. The Board of Trustees believes that proxy access provides shareholders with an important and meaningful voice in Board elections, as it serves to enhance a shareholder's ability to participate in Trustee elections, while also potentially increasing Board accountability and responsiveness. In considering the significant number of companies that have adopted proxy access, including the majority of companies in our compensation peer group, the interest in proxy access expressed by many of our shareholders at shareholder

engagement sessions and otherwise, and the filing of a recent shareholder proposal asking us to adopt a proxy access provision, the Board is recommending that shareholders approve the amendment to the Declaration of Trust to include a new Article 4 that will allow for proxy access. The Board of Trustees approved the amendment at its February 2, 2017 meeting. However, under the terms of the Declaration of Trust, approval by holders of two-thirds of our outstanding shares is required to effect the amendment. The text of new Article 4 is set forth in Appendix A to this proxy statement. Please see page 65.

The Board of Trustees recommends that shareholders vote FOR the proposal to add a proxy access provision to our Declaration of Trust.

Proposal 3 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. We achieved excellent financial and solid operating performance results in 2016, and our total shareholder return has consistently outperformed the utility industry over the long term. Our Board is committed to executive compensation programs that reflect market-based and target 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 2016 reflects that alignment between pay and performance. Please see pages 66 67.

We met or exceeded challenging goals established for 2016 and achieved very positive results, including:

- Our 2016 earnings were $2.96 per share, a 5.3% increase over 2015 results.
- Our total shareholder return in 2016 was 11.6%, and over the longer term, our stock performance continues to outperform the industry. This marks the seventh time in eight years that Eversource has achieved a double-digit total shareholder return. Only four other companies within the Edison Electric Institute (EEI) Index of 44 utility companies have achieved this level of return.
- We increased our 2016 dividend to $1.78 per share, a 6.6% increase over 2015, continuing to outperform the EEI Index companies.
- We maintained our Standard & Poor's (S&P) Credit Rating of "A" and our outlook was raised by S&P and Fitch from Stable to Positive; our S&P "A" Credit Rating remains the highest holding company credit rating in the industry.

We continued to successfully achieve operations and maintenance expense reductions in 2016, and our total operations and maintenance expenses were $8 million under target.

The Board of Trustees recommends that shareholders vote FOR the advisory proposal approving the compensation paid to the Company's Named Executive Officers.

PROXY STATEMENT SUMMARY

Proposal 4 Advisory Vote to Approve the Frequency of Future Advisory Proposals on Executive Compensation

We are asking shareholders to vote on an advisory proposal to approve the frequency of future advisory proposals on executive compensation of our Named Executive Officers, commonly known as "Say-on-Pay," as disclosed in the Compensation Discussion and Analysis, compensation tables and narrative discussion in this proxy statement. Both the Corporate Governance Committee and the Board of Trustees voted at their

February 2017 meetings to recommend an annual vote. Please see page 68.

The Board of Trustees recommends that the advisory vote on executive compensation be conducted every year.

Proposal 5 Re-approve the material terms of the Performance Goals under the 2009 Eversource Incentive Plan

We are asking shareholders to re-approve the material terms of the performance goals currently included in the Eversource Incentive Plan. This is so that we may be able to continue the ability to deduct from our federal income taxes the amount of incentive awards paid under the Plan that otherwise qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code of 1986, as amended (Section 162(m)).

Under Section 162(m) and related regulations, compensation in excess of $1 million paid in any one year to any of a public company's covered employees cannot be deducted unless such compensation qualifies

as "performance-based compensation" under Section 162(m) or another exception is met. Covered employees include the Named Executive Officers. A copy of the Incentive Plan is attached as Appendix B. Please see pages 69 70.

The Board of Trustees recommends that shareholders vote FOR the proposal to re-approve the material terms of the performance goals under the 2009 Eversource Incentive Plan.

Proposal 6 Ratification of the Selection of the Independent Registered Public Accounting Firm for 2017

The Audit Committee has selected Deloitte & Touche LLP to serve as our independent registered public accounting firm for the year ending December 31, 2017. The Board is seeking shareholder ratification of this selection. Please see pages 71 73.

The Board of Trustees recommends that shareholders vote FOR the proposal to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm.

PROXY STATEMENT SUMMARY

Corporate Governance and Executive Compensation Highlights

Corporate Governance Highlights

We maintain effective corporate governance standards:

- All Trustees are elected annually and by a majority vote of shares issued and outstanding. Eleven of the 12 nominees are independent.
- Proxy access provision adopted by the Board of Trustees in 2017, subject to shareholder approval.
- Our Trustees attended an aggregate number of 96% of Board and Committee meetings during 2016.
- We maintain an effective enterprise risk oversight function, with specific focus on cyber and system security, through our Audit and Finance Committees.
- Our Corporate Governance Guidelines require that Trustees retire at age 75.
- We conduct annual Board and Committee self-assessments and other Board refreshment actions.
- We have an active shareholder engagement program in place.

Executive Compensation Highlights

We maintain effective executive compensation standards:

- We have share ownership and holding guidelines and 100% of Trustee stock compensation is deferred until retirement.
- We have a clawback policy of incentive compensation for willful non-compliance by any employee.
- There are no gross ups in any new or materially amended executive compensation agreements.
- We do not allow hedging, pledging or similar transactions by executives or Trustees.
- Our employment agreements have double trigger change of control vesting provisions for awards assumed by the surviving company.
- Our compensation consultant is independent.

We submit an Annual Say-on-Pay Vote.

We do not allow re-pricing of options.

FOR REGISTERED HOLDERS & 401K PARTICIPANTS: *(hold shares directly with Eversource Energy or through the Eversource 401k Plan)*

Using the Internet at www.envisionreports.com/ES	**Scanning this QR code** to vote with your mobile device	**Calling toll-free** from the U.S., U.S. territories and Canada to 1-800-652-VOTE (8683)	**Mailing your signed** proxy form

FOR BENEFICIAL OWNERS: *(hold shares through broker, bank or nominee)*

Using the Internet at www.proxyvote.com	**Scanning this QR code** to vote with your mobile device	**Calling toll-free** from the U.S., U.S. territories and Canada to 1-800-454-VOTE (8683)	**Mailing your signed** voting instruction form

Table of Contents

Proxy Statement

Annual Meeting of Shareholders
May 3, 2017

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 3, 2017, at 10:30 a.m., at Infinity Hall, 32 Front Street, Hartford, Connecticut 06103.

Under the regulations of the Securities and Exchange Commission, or SEC, instead of mailing a printed copy of our proxy materials to each shareholder of record or beneficial owner of Eversource Energy common shares, beginning on March , 2017, we mailed a Notice of Internet Availability of Proxy Materials to each shareholder who holds fewer than 1,000 common shares. We have made available to these shareholders our proxy materials, which include our 2017 proxy statement and our 2016 Annual Report, over the Internet. Shareholders who received a Notice of Internet Availability of Proxy Materials by mail did not receive a printed copy of the proxy materials. However, these shareholders are entitled to request copies of these materials by following the instructions included in the Notice of Internet Availability of Proxy Materials. The Notice of Internet Availability of Proxy Materials also includes instructions for accessing the proxy materials online and for voting common shares via telephone or the Internet.

We also mailed the 2017 proxy statement, proxy card and 2016 Annual Report to holders of 1,000 common shares or more beginning on March , 2017.

If you vote using the Internet, by telephone or by mailing a proxy card, the proxies will vote your common shares

as you direct. For each proposal, except for "Say-on-Frequency," you may vote "FOR" or "AGAINST" the proposal, or you may abstain from voting on the proposal. For the Say-on-Frequency proposal, you may vote 1, 2, or 3 years, or abstain.

If you vote using the Internet, by telephone or by mailing a 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 and in the Notice of Internet Availability of Proxy Materials. 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 , 2017 (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 holders of record and 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.

Table of Contents

PROXY STATEMENT

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 six separate proposals, as summarized in the following table:

Proposal	Board Recommendation	Vote Required	Effect of Abstentions	Effect of Broker Non-Votes	Discussion Beginning on Page
Election of Trustees **(Proposal 1)**	FOR All Nominees	Majority of all common shares issued and outstanding	Against	Against	11
Amendment to our Declaration of Trust **(Proposal 2)**	FOR	Two-thirds of all common shares issued and outstanding	Against	Against	65
Advisory vote on executive compensation **(Proposal 3)**	FOR	Majority of votes cast	No effect	No effect	66
Advisory vote on frequency of executive compensation vote **(Proposal 4)**	1 YEAR	Majority of votes cast	No effect	No effect	68
Re-approve material terms of performance goals under the 2009 Eversource Incentive Plan **(Proposal 5)**	FOR	Majority of votes cast	No effect	No effect	69
Ratification of Deloitte & Touche LLP as Independent Registered Public Accounting Firm **(Proposal 6)**	FOR	Majority of votes cast	No effect	Not applicable	71

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

A: We do not expect any other matters to be considered 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 vote on the matter in accordance with 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 , 2017. As of the record date, common shares were 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.

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

PROXY STATEMENT

you by the Company. 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 close at 11:59 p.m. Eastern Time on May 2, 2017. You may access this proxy statement and related materials by going to *www.envisionreports.com/ES*.

- *You may vote by telephone.* The proxy card includes a toll-free number you can call to vote your common shares. Voting by telephone is available 24 hours a day and will close at 11:59 p.m. Eastern Time on May 2, 2017.

- *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 401k PLAN, HOW DO I VOTE MY SHARES HELD IN MY PLAN ACCOUNT?

A: If you are a participant in the Eversource 401k Plan, 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 is available 24 hours a day and will close for plan participants at

11:59 p.m. Eastern Time on April 30, 2017.

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 11:59 p.m. Eastern Time on April 30, 2017, the common shares in your Eversource 401k Plan account will be voted by the plan trustee in the same proportion as the votes cast by participants in the 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 the holders of at least a majority of the common shares outstanding and entitled to vote at the Annual Meeting, and the Amendment to the Declaration of Trust requires the affirmative vote of the holders of at least two-thirds of the common shares outstanding and entitled to vote

Table of Contents

PROXY STATEMENT

at the Annual Meeting, broker non-votes will be counted against the election of Trustees and the Amendment to our Declaration of Trust, and abstentions with respect to a particular Trustee nominee and the Amendment to the Declaration of Trust will have the same effect as a vote against such Trustee nominee and the Amendment to the Declaration of Trust. Broker non-votes, as well as abstentions, are not considered votes cast and will not affect the advisory proposals on Say-on-Pay and Say-on-Frequency or the proposal to re-approve the material terms of our Incentive Plan. Abstentions are not considered votes cast and will not be counted for or against the proposal 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 Amendment to our Declaration of Trust, the non-binding advisory proposals on "Say-on-Pay" and "Say-on-Frequency," or the re-approval of the material terms of our incentive plan. If your shares are held by a broker and you wish to vote on those proposals, 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/or more than one 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.

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 Richard J. Morrison, Secretary, Eversource Energy, 800 Boylston Street, 17th Floor, Boston, Massachusetts 02199-7050;

Re-voting on the Internet or by telephone until 11:59 p.m. Eastern Time on May 2, 2017; or

Attending the Annual Meeting and voting in person.

If you are a participant in the Eversource 401k Plan, you may revoke your proxy card and change your vote by re-voting on the Internet or by telephone until 11:59 p.m. Eastern Time on April 30, 2017.

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 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 also will request persons, firms and other companies holding common shares in their names or in the name of their nominees, which are beneficially

Table of Contents

PROXY STATEMENT

owned by others as of March , 2017, the record date 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.

Q: HOW CAN I OBTAIN ELECTRONIC ACCESS TO PROXY MATERIALS INSTEAD OF RECEIVING PAPER COPIES BY MAIL?

A: This proxy statement and our 2016 Annual Report are available on our website at *www.eversource.com* in the Investor section. You may elect to enroll in "electronic access" to receive future proxy statements and annual reports electronically instead of receiving paper copies in the mail. If you are a shareholder of record, you can choose this option and save the Company the cost of producing and mailing these documents by visiting *www.computershare.com/investor* and following the instructions. You will need to login to your account or create a login to verify your identity.
If your common shares are held by a brokerage firm, bank, other financial intermediary or nominee (i.e., held in "street name"), and you wish to enroll in electronic access, you should contact your brokerage firm, bank or nominee directly.

If you choose to receive future proxy statements and annual reports electronically, each year we will timely notify you when these documents become available. Your choice to receive these documents electronically will remain in effect until you instruct us otherwise. You can request paper copies of these documents, free of charge, from us at the following address:

Richard J. Morrison
Secretary
Eversource Energy
800 Boylston Street, 17th Floor
Boston, Massachusetts 02199-7050

Table of Contents

Proposal 1: Election of Trustees

Our Board of Trustees oversees the business affairs and management of Eversource Energy. The Board currently consists of 13 Trustees, only one of whom, James J. Judge, our President and Chief Executive Officer, is a member of management. Thomas J. May, our Chairman of the Board, is retiring from the Board and will not stand for re-election.

The Board has nominated 12 Trustees for reelection at the Annual Meeting to hold office until the next Annual Meeting and until the succeeding Board of Trustees has been elected, and until at least a majority of the succeeding Board is qualified to act. Unless you specify otherwise, the enclosed proxy will be voted to elect the 12 nominees named on pages 11 - 17 as Trustees.

If one or more of the nominees should become unavailable for election, which the Board of Trustees does not currently anticipate, the proxy may be voted for a substitute person or persons, but not more than a total of 12 nominees.

We describe below and on the following pages each nominee's name, age, date first elected as a Trustee, and a brief summary of the nominee's business experience, including the nominee's particular experience,

qualifications, attributes or skills that led the Board to conclude that the nominee should continue to serve as a Trustee. Please see the Trustees' biographies below and the section captioned "Selection of Trustees" beginning on page 24. Each nominee has indicated to our Lead Trustee that he or she 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% 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

John S. Clarkeson, 74

Trustee since 2008

Mr. Clarkeson has served as the Chairman Emeritus of The Boston Consulting Group, Inc. since 2007. Previously, Mr. Clarkeson served as Co-Chairman of the Board of The Boston Consulting Group, Inc. from 2004 to 2007. He is a director of the National Bureau of Economic Research, a former trustee of the Educational Testing Service, a trustee emeritus of the Massachusetts General Physicians Organization, Inc., and a member of the INSEAD Advisory Council. Mr. Clarkeson received an A.B. degree magna cum laude from Harvard College, where he was a Harvard National Scholar, and an M.B.A. from Harvard Business School.

Mr. Clarkeson has significant senior executive level experience in business and management through his service as Chairman and Chief Executive Officer of The Boston Consulting Group. He has served on the boards of directors of numerous companies. He also has experience in budgeting, capital and financial markets, credit markets, and risk assessment. Based on these skills and qualifications, the Board of Trustees determined that Mr. Clarkeson should continue to serve as a Trustee.

Table of Contents

PROPOSAL 1: ELECTION OF TRUSTEES

Cotton M. Cleveland, 64

Trustee since 1992

Ms. Cleveland is President of Mather Associates, a firm specializing in leadership and organizational development for business, public and nonprofit organizations. She is a director of The National Grange Mutual Insurance Company and Ledyard National Bank, and was the founding Executive Director of the state-wide Leadership New Hampshire program. She served on the Board of Directors of the Bank of Ireland from 1986 - 1996, and as Interim President and Chief Executive Officer of the New Hampshire Women's Foundation for 2016. She was elected and served as the Moderator of the Town of New London, New Hampshire and The New London/Springfield Water Precinct from 2000 to 2010. Ms. Cleveland has also served as Chair, Vice Chair and 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. She is a certified and practicing Court Appointed Special Advocate/Guardian ad Litem (CASA/GAL) volunteer for abused and neglected children.

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. Based on her skills and experience, combined with her ties to the State of New Hampshire, the Board of Trustees determined that Ms. Cleveland should continue to serve as a Trustee.

Sanford Cloud, Jr., 72

Lead Trustee since 2012
Trustee since 2000

Mr. Cloud has been Chairman and Chief Executive Officer of The Cloud Company, LLC, a real estate development and business investment firm, since 2005. Mr. Cloud served as past President and Chief Executive Officer of the National Conference for Community and Justice from 1994 to 2004, was a former partner at the law firm of Robinson and Cole from 1993 to 1994, and served for two terms as a state senator of Connecticut. He was Vice President of Corporate Public Involvement and Executive Director of the Aetna Foundation from 1986 to 1992 and served as Chairman of the Connecticut Health Foundation until his retirement in June, 2016. Mr. Cloud has served as a director of The Phoenix Companies, Inc. since 2001 and is currently a director of Ironwood Mezzanine Fund, L.P. He is also a director of the MetroHartford

Alliance, Inc., and the University of Connecticut Health Center. In addition, Mr. Cloud is a member of the Board of Trustees of the University of Connecticut and serves as director of its Thomas J. Dodd Center for Human Rights. Mr. Cloud received a B.A. degree from Howard University, a J.D. cum laude from the Howard University Law School, and an M.A. in Religious Studies from the Hartford Seminary.

Mr. Cloud has significant policy-making level experience in business and financial affairs as a director of several publicly traded companies. He has served on the boards of directors and the board committees of numerous companies. Combined with his practice as a law firm partner, his experience as a Connecticut state senator, and his significant ties to the City of Hartford and the State of Connecticut, the Board of Trustees determined that Mr. Cloud should continue to serve as a Trustee.

Table of Contents

PROPOSAL 1: ELECTION OF TRUSTEES

James S. DiStasio, 69

Trustee since 2012

Mr. DiStasio served as Senior Vice Chairman and Americas Chief Operating Officer at Ernst & Young, a registered public accounting firm, from 2003 until his retirement in 2007. Mr. DiStasio joined Ernst & Young in 1969 and became a partner in 1977. He served as a director of EMC Corporation from 2010 until its sale to Dell in 2016. He served as a trustee of NSTAR from 2009 until 2012. He previously served as a director of the United Way of Massachusetts Bay and Merrimack Valley and as trustee of each of Catholic Charities of Boston, the Boston Public Library Foundation and the Wang Center for the Performing Arts. Mr. DiStasio received a B.S. degree in Accounting from the University of Illinois at Chicago.

Mr. DiStasio has significant experience overseeing the accounting and financial reporting processes of major public companies, derived from his service as a senior executive at one of the largest public accounting firms in the world. In his position as Senior Vice Chairman and Americas Chief Operating Officer, Mr. DiStasio also acquired important management and leadership skills that provide additional value and support to the Board. He has served on several boards of directors and their committees. Based on his skills and experience, the Board of Trustees determined that Mr. DiStasio should continue to serve as a Trustee.

Francis A. Doyle, 68

Trustee since 2012

Mr. Doyle has served as President and Chief Executive Officer of Connell Limited Partnership, whose businesses produce components and related supplies for the automotive, power, mining, appliance, farm equipment, medical and food packaging industries, since 2001. Prior to that, he was Vice Chairman of PricewaterhouseCoopers LLP, where he was Global Technology Leader and a member of the firm's Global Leadership Team. Mr. Doyle became a Trustee in 2012. He has served as lead director and chairman of the audit committee and a member of the executive and compensation committees of Tempur Sealy International, Inc. and as Chairman of the audit committee and a member of the executive committee, nominating and governance committee and investment committee of Liberty Mutual Holding Company, Inc. (policyholder owned) since 2003. Mr. Doyle has served as a director of Citizens Financial Group, where he was a member of the executive committee and chaired the compensation committee, as a trustee of the Joslin Diabetes Center, where he chaired the finance committee, and as a trustee of Boston College. Mr. Doyle is a certified public accountant and holds a B.S. degree and an M.B.A. degree from Boston College.

Mr. Doyle has significant financial accounting and financial reporting experience and an in-depth understanding of finance and capital markets through his years at PricewaterhouseCoopers. He also has extensive senior management experience as the President and Chief Executive Officer of a global manufacturer. Mr. Doyle has served on the boards of directors of several companies and on various committees of the Boards. Based on his qualifications and experience, the Board of Trustees determined that Mr. Doyle should continue to serve as a Trustee.

PROPOSAL 1: ELECTION OF TRUSTEES

Charles K. Gifford, 74

Trustee since 2012

Mr. Gifford has served as Chairman Emeritus of Bank of America Corporation, a bank holding company, since his retirement as Chairman in 2005. He served as a Director of Bank of America Corporation from 2004 until his retirement from the Board on April 26, 2016. He has served as a director of CBS Corporation since 2006. From 2007 through 2012, Mr. Gifford served as a director of NYSE Group Trust I, established as part of the creation of NYSE Euronext and charged with remedying certain significant and unforeseen effects in the application of U.S. or European regulation and legislation on markets operated by NYSE Euronext subsidiaries. He served as trustee of NSTAR from 1999 until 2012. He is the chairman of the BPE (formerly Boston Plan for Excellence) and was the founding chairman of the United Way of Massachusetts Bay's "Success By 6" initiative. He serves on the boards of several nonprofit organizations, including The General Hospital Corporation, Massachusetts General Hospital, Partners Health Care System, Inc., Dana Farber/Partners Cancer Care, Red Sox Foundation, and Nantucket Cottage Hospital, and is an honorary Life Overseer at the Boston Children's Hospital. He is an honorary director of the Greater Boston Chamber of Commerce. Mr. Gifford received a B.A. degree from Princeton University.

Mr. Gifford, through a career overseeing large complex financial institutions in the banking industry, brings important business and financial expertise to the Board in its deliberations on complex transactions and other financial matters. In addition, his breadth of director experience, which includes his service on executive, credit, governance and nominating, compensation, and audit committees, as well as his previous service as Lead Trustee of NSTAR, provides valuable contributions to the Board in implementing good corporate governance. Based on his qualifications and experience, the Board of Trustees determined that Mr. Gifford should continue to serve as a Trustee.

James J. Judge, 61

Trustee since 2016

Mr. Judge is President and Chief Executive Officer of Eversource Energy. He also is chairman and a director of The Connecticut Light and Power Company, NSTAR Electric Company, NSTAR Gas Company, Public Service Company of New Hampshire, Western Massachusetts Electric Company and Yankee Gas Services Company. Previously, Mr. Judge was Executive Vice President and Chief Financial Officer of Eversource Energy, and Executive Vice President, Chief Financial Officer and a director of The Connecticut Light and Power Company, NSTAR Electric Company, NSTAR Gas Company, Public Service Company of New Hampshire, Western Massachusetts Electric Company and Yankee Gas Services Company from April 2012 until May 2016. Mr. Judge serves as a director of Analogic Corporation and as chairman of its audit committee. He serves on the Board of Directors of the Edison Electric Institute and the Massachusetts Competitive Partnership. He has also served on the Board of Directors of the United Way of Massachusetts Bay and Merrimack Valley. Mr. Judge received both a B.S. degree magna cum laude and an M.B.A. degree magna cum laude from Babson College.

Mr. Judge is the President and Chief Executive Officer of the Company. His extensive experience in the energy industry and diverse financial 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. Mr. Judge represents management on the Board as the sole management Trustee. Based on these skills and experiences, the Board of Trustees determined that Mr. Judge should continue to serve as a Trustee.

PROPOSAL 1: ELECTION OF TRUSTEES

Paul A. La Camera, 74

Trustee since 2012

Mr. La Camera has served as the Administrator of Public Radio at Boston University/WBUR, the National Public Radio news station in Boston (Boston University), since 2011. Previously, Mr. La Camera served as General Manager of WBUR from 2005 until 2010 and as the President and General Manager of WCVB-TV Channel 5 Boston from 1993 to 2005. He served as a trustee of NSTAR from 1999 until 2012. He serves as Vice Chairman of the board of the Boston Foundation and as a trustee of the Boston Public Library. Mr. La Camera is a graduate of the College of Holy Cross, where he served as a trustee for eight years. He received Masters Degrees in Journalism and Urban Studies from Boston University and an M.B.A. from Boston College.

Mr. La Camera served for more than 40 years as an executive in the local television and radio broadcast industry. In addition to his experience in operating regulated broadcast businesses and the important perspective that his career in broadcast journalism provides, Mr. La Camera brings extensive organizational and leadership skills to the Board, along with his link to the customer community through his substantial non-profit board service. Based on his qualifications and experience, the Board of Trustees determined that Mr. La Camera should continue to serve as a Trustee.

Kenneth R. Leibler, 68

Trustee since 2006

Mr. Leibler currently serves as Vice Chairman of the Board of The Putman Mutual Funds. He has served as a Trustee of The Putnam Mutual Funds since 2006. He serves as Trustee Emeritus of Beth Israel Deaconess Medical Center and served as both a Trustee and as Vice Chairman of Beth Israel Medical Center from 2009 to 2012. He is also a director of Beth Israel Deaconess Care Organization, an accountable care group owned jointly by Beth Israel Deaconess Medical Center and its affiliated physicians network. He is a founding partner of the Boston Options Exchange and served as its Chairman from 2004 to February 2007. He is a past Vice Chairman of the Board of Directors of ISO New England, Inc., the independent operator of New England's bulk electric transmission system, where he served until 2006. He also served as a director of The Ruder Finn Group from 2005 to 2010. Mr. Leibler received a B.A. degree magna cum laude from Syracuse University.

Mr. Leibler has considerable senior executive level experience in business and management, including experience in financial markets and risk assessment, as the former Chairman of the Boston Options Exchange, former Chairman and CEO of the Boston Stock Exchange, and former

President, Chief Operating Officer and Chief Financial Officer of the American Stock Exchange, as well as through his current service as a Trustee of The Putnam Mutual Funds, where he serves on the contract committee, as well as the executive nominating and investment oversight committees. He also has policy-making level experience in the electric utility industry through his service as the Vice Chairman of ISO New England. Based on these qualifications, the Board of Trustees determined that Mr. Leibler should continue to serve as a Trustee.

Table of Contents

PROPOSAL 1: ELECTION OF TRUSTEES

William C. Van Faasen, 68

Trustee since 2012

Mr. Van Faasen served as Chief Executive Officer of Blue Cross Blue Shield of Massachusetts, Inc. (BCBSMA), a health care services provider, from 1992 until his retirement in 2007. He is currently Chairman Emeritus of BCBSMA and also served as interim Chief Executive Officer in 2010. He has served as a director of Liberty Mutual Holding Company, Inc. (policyholder owned) since 2002 and as Lead Director since April 2012. He served as a director of IMS Health, Inc. from 1996 2010 and as Lead Director from 2006 to 2010. He also served as a director of PolyMedica Corporation from 2005 to 2008. Mr. Van Faasen served as a trustee of NSTAR from 2002 until 2012. He is an honorary director of the Greater Boston Chamber of Commerce and previously served as a director of the United Way of Massachusetts Bay and Merrimack Valley. Mr. Van Faasen received a B.A. degree from Hope College and an M.B.A. from Michigan State University.

Mr. Van Faasen brings to the Board extensive management, leadership, and financial experience as a result of leading a large company in a regulated industry. He also brings in-depth experience and insight as a director of several public companies, including service as a lead director and on board committees. Based on his qualifications and experience, the Board of Trustees determined that Mr. Van Faasen should continue to serve as a Trustee.

Frederica M. Williams, 58

Trustee since 2012

Ms. Williams is 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, 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. She was elected as a trustee of NSTAR in March 2012 and served as a trustee until April 2012. 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. with a concentration in Finance from Anna Maria College in Paxton, Massachusetts.

Ms. Williams has more than 20 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 fifteen years. She also has significant experience serving on numerous boards and advisory boards. Based on her qualifications and experience, the Board of Trustees determined that Ms. Williams should continue to serve as a Trustee.

PROPOSAL 1: ELECTION OF TRUSTEES

Dennis R. Wraase, 72

Trustee since 2010

Mr. Wraase served as Chairman of the Board, Chief Executive Officer and a director of Pepco Holdings, Inc. (PHI), an energy delivery company in the mid-Atlantic region, until his retirement in June 2009. He was elected Chairman of PHI in 2004, became Chief Executive Officer in 2003 and served as a director since 1998. He previously served as the President of PHI from 2001 to 2008 and Chief Operating Officer from 2002 to 2003. He is a member of the Financial Executives Institute and the American Institute of Certified Public Accountants. Mr. Wraase currently serves as the Executive-In-Residence at the Center for Social Value Creation at the Robert H. Smith School of Business, University of Maryland. He is also currently a director of the University of Maryland System Foundation. Mr. Wraase previously served as a director of the Edison Electric Institute, The Association of Edison Illuminating Companies and the Institute for Electric Efficiency, and as the President of the Southeastern Electric Exchange. Mr. Wraase received a B.S. degree in Accounting from the University of Maryland and an M.S. in Business Financial Management from The George Washington University.

Mr. Wraase brings to the Company considerable utility industry knowledge and experience gained through his career of service at PHI. He has significant policy-making level experience in the regulated businesses as well as in the capital and financial markets, credit markets, financial reporting and accounting, and risk assessment. He is also a certified public accountant. Based on his extensive experience and qualifications, the Board of Trustees determined that Mr. Wraase should continue to serve as a Trustee.

Table of Contents

Governance of Eversource Energy

Board's Leadership Structure

Thomas J. May, who retired as our President and Chief Executive Officer in 2016, is Chairman of the Board. He will retire from the Board following the Annual Meeting. James J. Judge is our President and Chief Executive Officer. Sanford Cloud, Jr. serves as our Lead Trustee.

As Lead Trustee, Mr. Cloud presides at executive sessions of the independent Trustees; facilitates

communication between the Chief Executive Officer and the Board members; participates with the Compensation Committee in its evaluation of the Chief Executive Officer; and provides ongoing information to the Chief Executive Officer about his or her performance. He also attends all Committee meetings.

Evaluation of Board and Trustee Performance and Board Refreshment

The Corporate Governance Committee annually reviews and evaluates the performance of the Board of Trustees, Board Committees and 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 may 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 so as to increase the effectiveness of the Board and its

Committees; the results of these are reviewed with the Board. 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 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. All of these mechanisms provide the Board with opportunities to discuss tenure and Board refreshment.

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 he or she sits. With each Committee Chair reporting to the Board following each Committee meeting, the entire Board is able to discuss risk related issues, assess their implications and provide oversight on appropriate actions for management to take. All Board Committees meet periodically with members of senior management to discuss the relevant risks and challenges facing the Company.

The Board of Trustees oversees the Company's comprehensive operating and strategic planning. The operating plan, which is formally approved by the Board each year over the course of two Board meetings, 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 Enterprise Risk Management (ERM) program is integrated with the annual operating and strategic planning processes. The top enterprise-wide financial risks are identified during the development of the annual operating plan and are tracked throughout the year. Enterprise strategic risks are identified and presented to the Board of Trustees during development of the long-term strategic plans. Detailed risk mitigation plans for the principal enterprise-wide risks are updated periodically and presented to the Finance Committee.

Table of Contents

The Finance Committee is responsible for oversight of the Company's ERM program and enterprise-wide risks, as well as specific risks associated with insurance, credit, financing and pension investments. Our ERM program involves the application of a well-defined, enterprise-wide methodology designed to allow our executives to identify, categorize, prioritize, and mitigate 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. In addition to known risks, the ERM program identifies emerging risks to the Company, through participation in industry groups, discussions with management, and in consultation with outside advisors. Our management then analyzes risks to determine materiality, likelihood and impact, and develops mitigation strategies. Management broadly considers our business model, the utility industry, the global economy and the current environment to identify risks. The findings of this process are discussed with the Finance Committee or the full Board, as appropriate, 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 of 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 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 Risk Committee consists of senior officers of the Company, and is responsible for ensuring that the Company is managing its principal enterprise-wide risks, as well as other key risk areas such as environmental, information technology, compliance and business continuity.

The Audit Committee is responsible for the 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. The Corporate Governance Committee is responsible for the oversight of compliance with various governance regulations as required by the SEC, the New York Stock Exchange (NYSE) and other regulators. The General Counsel reports on any changes in regulations and best practices as part of the annual review of Committee charters and the Board's Corporate Governance Guidelines and at other times. 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 oversees executive compensation risk is described in greater detail within the Compensation Discussion and Analysis beginning on page 35.

Cyber and Physical Security Risk

Cyber and physical security is a key and ever increasing enterprise and financial risk, and the Company continues to devote substantial resources to protecting its cyber and operational assets. Oversight by the Board and its Committees of cyber security also continues to increase. At the Board and Committee level, 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 discussed by the Board at the time the Finance Committee Chair reports out on the Committee's meetings. The reports focus on the Company's most critical assets, describe cyber security drills and exercises, any attempted breaches, 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 constantly reviews and updates its cyber security program 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 can be discussed by both Committees with financial, information technology, legal and accounting management, together with representatives of the Company's independent registered public accounting firm and other outside advisors.

Table of Contents

GOVERNANCE OF EVERSOURCE ENERGY

Board Committees and Responsibilities

The Board of Trustees has five standing committees: Audit, Compensation, Corporate Governance, Executive, and Finance. The Corporate Governance Committee performs the functions of a nominating committee. None of the Committee Members in 2016 was employed by Eversource Energy or its subsidiaries except for Mr. Judge, who was appointed a member of the Executive Committee concurrent with his election as a Trustee effective May 4, 2016, and our retiring Chairman, Mr. May, who retired as President and Chief Executive Officer also effective May 4, 2016. All other

Committee Members are independent. The Board has adopted a written charter for each standing committee, as well as written Corporate Governance Guidelines. The Corporate Governance Guidelines and committee charters are available on our website at the Internet addresses appearing in the committee descriptions below. Copies of these documents are available to any shareholder upon written request to our Secretary at the address set forth on page 10 of this proxy statement. The functions of these committees are described in the paragraphs following the table.

The table below shows the current committee membership:

Board Committees

Trustee	**Audit**	**Compensation**	**Corporate Governance**	**Executive**	**Finance**
John S. Clarkeson	M	M			
Cotton M. Cleveland			M		M
Sanford Cloud, Jr.*		M	C	M	
James S. DiStasio		M		M	C
Francis A. Doyle	C		M	M	
Charles K. Gifford		C	M	M	
James J. Judge				M	
Paul A. La Camera			M		M
Kenneth R. Leibler	M				M
Thomas J. May				C	
William C. Van Faasen	M	M			
Frederica M. Williams	M				M
Dennis R. Wraase		M	M		

C: *Committee Chair*
M: *Committee Member*
* *Lead Trustee*

Audit Committee

The Audit Committee consists of Mr. Clarkeson, Mr. Doyle (Chair), Mr. Leibler, Mr. Van Faasen and Ms. Williams. The Audit Committee meets independently with the internal audit staff, the independent registered public accounting firm and management at least quarterly. Following each Committee meeting, the Audit Committee reports to the full Board. The Audit Committee reviews and evaluates the independent registered public accounting firm's activities, procedures and recommendations to assist the Board in monitoring the integrity of our financial statements, the independent registered public accounting firm's qualifications and independence, the performance of our internal audit function and independent registered public accounting firm, and our compliance with legal and regulatory requirements. The Committee also discusses the guidelines and policies that govern management's processes for assessing, monitoring and mitigating major financial risk exposures. The Audit Committee has the sole authority to select and replace the independent registered public accounting firm and is directly responsible for their compensation and oversight of their work. Each member of the Audit Committee meets the financial literacy requirements of the NYSE, the SEC and our Corporate Governance Guidelines. The Board has affirmatively determined that Mr. Doyle is an "audit committee financial expert," as defined by the SEC. Each member of the Audit Committee also meets the independence requirements of the NYSE, SEC and our Corporate Governance Guidelines. No member of the Audit Committee is employed by Eversource Energy or its

subsidiaries. A copy of the Committee's charter is available on our website at *www.eversource.com/Content/general/about/investors/corporate-governance/board-committee-charters/audit-committee*. The Audit Committee met five times during 2016, and also met once with the Finance Committee in a meeting in April 2016 at which the Committees discussed several issues relating to risk, and in particular, cyber and system security risk.

Compensation Committee

The Compensation Committee consists of Mr. Clarkeson, Mr. Cloud, Mr. DiStasio, Mr. Gifford (Chair), Mr. Van Faasen and Mr. Wraase. The Compensation Committee is responsible for the compensation and benefits programs for all executive officers of Eversource Energy and has overall authority to establish and interpret our executive compensation programs. The Committee reviews our executive compensation strategy, evaluates components of total compensation and assesses performance against goals, market competitive data and other appropriate factors, and makes compensation related decisions based upon Company and executive performance. The Committee 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. The Compensation Committee also reviews and recommends to the Board of Trustees the compensation of the non-employee members of the Board.

In carrying out its charter responsibilities, the Compensation Committee reviews and approves corporate goals and objectives relevant to the Chief Executive Officer's compensation and, with the participation of the Lead Trustee 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. The Committee establishes performance criteria for the Chief Executive Officer and approves the Chief Executive Officer's total compensation based on the annual evaluation, subject to further approval by the independent Trustees. In addition, in collaboration with the Chief Executive Officer, the Committee oversees the

evaluation of those executive officers who under the SEC's regulations are deemed "executives," and it engages in the succession planning process for the Chief Executive Officer and other officers.

The Compensation Committee has retained Pay Governance LLC to provide compensation consulting services. Pay Governance LLC has been engaged to perform work only for the Compensation Committee, and as noted in the Compensation Discussion and Analysis section of this proxy statement, the Compensation Committee has determined that Pay Governance LLC is independent and that no conflict of interest exists that would prevent Pay Governance LLC from independently advising the Committee.

The Compensation Committee has delegated the negotiation of certain compensation arrangements and administration of the Compensation Committee's responsibilities to certain executive officers. The Compensation Committee has not delegated any of its responsibilities to any other persons. The Board has affirmatively determined that each member of the Compensation Committee meets the independence requirements of the NYSE, the SEC, and our Corporate Governance Guidelines. A copy of the Compensation Committee's charter is available on our website at *www.eversource.com/Content/general/about/investors/corporate-governance/board-committee-charters/compensation-committee*. The Compensation Committee met 11 times during 2016. The majority of those meetings took place between January and April, 2016 as part of the Chief Executive Officer succession planning process. The Compensation Committee reports to the full Board following each Committee meeting.

Corporate Governance Committee

The Corporate Governance Committee consists of Ms. Cleveland, Mr. Cloud (Chair), Mr. Doyle, Mr. Gifford, Mr. La Camera and Mr. Wraase. The Corporate Governance Committee is responsible for

GOVERNANCE OF EVERSOURCE ENERGY

developing, overseeing and regularly reviewing our Corporate Governance Guidelines and related policies. The Corporate Governance Committee also serves as a nominating committee, establishing criteria for new Trustees and identifying and recommending prospective Board candidates. The Corporate Governance Committee annually reviews independence and the qualifications of the Trustees, recommends nominees for election to the Board and for appointment to Board Committees, and annually recommends to the Board appointments of the Lead Trustee and Chairman and the election of officers of the Company. In addition, the Corporate Governance Committee evaluates the performance of the Board and its committees. Following

each meeting the Corporate Governance Committee reports to the full Board. No member of the Corporate Governance Committee is employed by Eversource Energy or its subsidiaries. The Board of Trustees has determined that each member of the Corporate Governance Committee meets the independence requirements of the NYSE, the SEC, and our Corporate Governance Guidelines. A copy of the Committee's charter is available on our website at *www.eversource.com/Content/general/about/investors/corporate-governance/board-committee-charters/corporate-governance*. The Corporate Governance Committee met three times during 2016.

Executive Committee

The Executive Committee consists of Mr. Cloud, Mr. DiStasio, Mr. Doyle, Mr. Gifford, Mr. Judge and Mr. May (Chair). 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. A copy of the Committee's charter is available on our website at *www.eversource.com/Content/general/about/investors/corporate-governance/board-committee-charters/executive*. The Executive Committee did not meet during 2016.

Finance Committee

The Finance Committee consists of Ms. Cleveland, Mr. DiStasio (Chair), Mr. La Camera, Mr. Leibler and Ms. Williams. The Finance Committee assists the Board in fulfilling its fiduciary responsibilities relating to financial plans, policies and programs for Eversource Energy and its subsidiaries. The Finance Committee reviews the Company's plans and actions to assure liquidity; proposed financing programs; plans and recommendations regarding common share repurchase programs; early extinguishment and refunding of debt and preferred stock obligations; and other proposals that modify the Company's capital structure. The Finance Committee is responsible for reviewing the Company's ERM Program, including practices to monitor and mitigate risk exposures, as further described above under the caption "Board's Oversight of Risk." The Finance Committee is also responsible for reviewing the Company's dividend policy and recommending to the

Board the dividend on the Company's common shares as well as new business ventures and initiatives which may result in substantial expenditures, commitments and exposures. In addition, the Finance Committee conducts an annual review of insurance coverages and trends, and pension plan performance. Following each meeting the Finance Committee reports to the full Board. No member of the Finance Committee is employed by Eversource Energy or its subsidiaries. A copy of the Committee's charter is available on our website at *www.eversource.com/Content/general/about/investors/corporate-governance/board-committee/charters/finance*. The Finance Committee met four times during 2016, and also met once with the Audit Committee in April 2016, at which the Committees discussed several issues relating to risk and in particular cyber and system security risk.

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.

Table of Contents

GOVERNANCE OF EVERSOURCE ENERGY

Meetings of the Board and its Committees

In 2016, the Board of Trustees held nine meetings, three of which included executive sessions attended only by the independent Trustees, and the Board and the Committees held a total of 33 meetings. Each of the executive sessions included discussions about Chief Executive Officer succession. In 2016, each Trustee

attended at least 96% of the aggregate number of the Board and Committee meetings and all Trustees attended the Annual Meeting of Shareholders held on May 4, 2016. Our Trustees are expected to attend our Annual Meetings of Shareholders, but we do not have a formal policy addressing this subject.

Shareholder Engagement

As part of our corporate governance program, we engage with many of our institutional shareholders on corporate governance issues, in addition to the active program that included approximately 300 meetings with our shareholders carried out by our Investor Relations team throughout the year, which focuses substantially on financial issues. Over the course of 2016 at in-person or telephonic meetings, we provided our shareholders with a short overview of our corporate governance and enterprise risk oversight programs, along with a

description of our environmental, social and governance practices and our growing socially responsive investor base. The majority of the meetings focused on a dialogue between us and the representatives of our shareholders on current corporate governance and executive compensation issues, including proxy access, Board member refreshment, Board self-assessments, stock incentive plan metrics, and general corporate governance issues.

Environmental Sustainability and Corporate Social Responsibility

We are engaged primarily in the energy delivery business through six wholly-owned electric and natural gas utility subsidiaries. Our mission to deliver reliable energy and superior customer service is woven into the fabric of all that we do for our 3.7 million customers in Connecticut, Massachusetts and New Hampshire.

Environmental, social and governance initiatives are integrated into the policies and principles that govern our Company and reflect our commitment to sustainable growth. We are committed to reliability, effective corporate governance, expanding energy options for our region, and environmental stewardship. Our goal is to provide transparency and clarity about our position on these topics.

Sustainability Governance. Sustainability reporting at Eversource is managed by a Sustainability team, which is overseen by executive level management. Our team meets regularly throughout the year to assess current practices and identify improvement opportunities. All operational and business disciplines are engaged in our sustainability reporting process.

Electric Transmission. Since 2001, Eversource has sited and built complex and varied projects in densely populated, congested areas in our service territory. These projects have enhanced the reliability of the electric grid, eased congestion, and helped to provide greater access to new, environmentally-friendly

renewable power sources. Over the next four years, Eversource Energy plans to invest approximately $3.9 billion in projects and upgrades to modernize our electric transmission system and meet the region's growing energy needs. A more reliable, more efficient electric grid will provide New England with the infrastructure that is critical to the region's economic health and the environment.

Natural Gas. Our Distribution Integrity Management Programs are designed to improve service for our customers by mitigating potential risks, and identifying and prioritizing operational and infrastructure enhancements. Replacement of aging gas infrastructure is an example of a top priority to minimize the potential for gas leaks and to prevent the release of greenhouse gases into the atmosphere. Eversource is a founding member of EPA's Methane Challenge, voluntarily committing to reduce methane emissions from our distribution systems through 2021.

Access Northeast is a natural gas pipeline and storage project being developed jointly by Eversource, Enbridge and National Grid. Access Northeast is expected to enhance an existing natural gas pipeline and is expected to include two new liquefied natural gas storage tanks and related facilities that will be connected to the pipeline. The Project is expected to help deliver increased supplies of natural gas to consumers as well as

Table of Contents

GOVERNANCE OF EVERSOURCE ENERGY

enhanced service on peak days for strategic natural gas fueled electric generation plants. The Project is expected to be capable of reliably delivering approximately 900 million cubic feet of natural gas per day to serve the region's most efficient power plants and meet increasing demand from heating customers.

Our natural gas utilities in Connecticut and Massachusetts have adopted natural gas expansion initiatives designed to increase the number of new gas heating customers, as well as providing residential and business customers currently heating with fuel oil and electricity with an opportunity to convert to natural gas. Heating with natural gas reduces customers' annual costs due to increased efficiency and lower fuel prices. Burning natural gas reduces greenhouse gas emissions because natural gas emits about 27 percent less carbon than fuel oil when used for space heating. Gas expansion is also expected to create numerous new jobs.

Energy Efficiency. Delivering clean, efficient energy is one of our primary goals. We work with our customers to improve their energy efficiency. We are currently investing approximately $540 million a year in energy efficiency and consider these investments the most economical way to reduce our region's emissions and improve its competitiveness. Eversource recent rankings confirm the success of our programs. Eversource was ranked first for incremental energy efficiency as a percentage of overall sales by the Coalition for Environmentally Responsible Economies (CERES) and the design and deployment of our energy-saving programs and services has contributed to our consistent top tier ranking in both Massachusetts and Connecticut by the American Council for an Energy-Efficient Economy (ACEEE).

Our nationally recognized energy efficiency portfolio of services provides energy solutions for all Eversource customers residential (including low-income), municipal, commercial and industrial. These solutions address energy-efficient new construction, weatherization, lighting, appliances, heating, cooling, mechanical and process equipment replacement that go beyond code compliance and are transforming the marketplace. Combined with online customer engagement tools and on-site education, green-job training and community outreach services, energy efficiency is generating savings that go back into our region's economy, transforming how we live and work, and is the most cost-effective means to reduce harmful emissions. These investments are expected to continue to reduce carbon emissions by millions of tons per year.

Corporate Governance and Executive Compensation. We remain committed to effective corporate governance and

executive compensation standards. Please see page 5 of this proxy statement.

Our Communities. Eversource is committed to the health and economic well-being of the residents, businesses and institutions of Connecticut, New Hampshire and Massachusetts. We recognize and value our role as a corporate citizen in the cities and towns across our service territory. We are building healthier, stronger communities through strategic charitable partnerships, local giving, employee volunteerism and economic development opportunities. We have a dedicated team in place responsible for all philanthropy, working to ensure our continued commitment to community outreach and corporate giving.

We have a long history of partnering with local and regional community organizations. Through grants, we support economic and community development, the environment and initiatives that address local, high-priority concerns and needs. We provided nearly $5 million in grants to nonprofit organizations and worthwhile regional activities across our tri-state service area in 2016. We have strong partnerships with key community organizations across New England, including our support of the Eversource Walk for Boston Children's Hospital, the Eversource Hartford Marathon, the Eversource Walk and 5K Run for Easter Seals New Hampshire, the United Way, and Special Olympics.

Eversource also supports our communities by giving our time and talent to local non-profit organizations. In 2016, hundreds of our employees and their family members volunteered or participated with dozens of organizations, totaling more than 15,000 hours in the three states we serve. Eversource is proud to support our employees' personal philanthropy as well, with our matching Grants, Dollars for Doers and Pledge Partners programs, each designed to meet their varied charitable interests.

We conduct comprehensive outreach to educate our communities on public safety measures, including in-school programs, contractor safety training, and electrical safety presentations for first responders and emergency management personnel throughout our service territory.

Environmental Stewardship. We continually manage field and office operations with a commitment to environmental stewardship for today and future generations. We protect land and water resources, offer customers significant choices and work to improve regional air quality. Close collaboration with regional leaders and stakeholders has also resulted in the development of reliable, sustainable energy solutions. We seek to prevent or reduce our impact on the environment, conserve natural resources, and engage customers and stakeholders in meaningful partnerships that advance sustainable environmental results. Our environmental stewardship is visibly reflected in our commitment to conservation of open space, balancing our corporate operating requirements with natural resource conservation.

Eversource's greenhouse gas (GHG) emission inventory accounts for and reports all direct carbon dioxide (CO_2), methane (CH_4), nitrous oxide (N_2O) and sulfur hexafluoride (SF_6) emissions from our businesses. Eversource has a low carbon footprint in comparison to our peer group. Every year, we make strong progress toward reducing our overall emissions by reducing methane loss from our distribution system, SF_6 loss from our electric system, and reducing overall energy use.

As New England's largest utility and dedicated stewards for the environment, we are committed to bringing clean, affordable and sustainable energy to the region. Our Northern Pass, Bay State Wind and grid scale solar projects have the potential to bring thousands of megawatts of clean renewable power into the region.

For additional information on these initiatives and our progress to date, you can access the Company's comprehensive sustainability report, Responsible Energy, which describes in greater detail our commitment to safety, reliability, expanding energy options for our region, environmental stewardship and other objectives, through the Company's website at *https://www.eversource.com/Content/general/about/community/sustainability-in-action.*

Table of Contents

Selection of Trustees

As set forth in its charter, it is the responsibility of the Corporate Governance Committee to identify individuals qualified to become a Trustee and to recommend to the Board a slate of Trustee candidates 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 Corporate Governance 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 Corporate Governance Committee also seeks diversity in gender, ethnicity and personal background when considering Trustee candidates.

Applying these criteria, the Corporate Governance Committee considers Trustee candidates suggested by its members as well as by management and shareholders. As part of the annual nomination process, the Corporate Governance Committee reviews the qualifications, experience, attributes and skills of each nominee for Trustee and reports its findings to the Board. At its February 2, 2017 meeting, the Committee determined that each Trustee possesses the highest personal and professional ethics, integrity and values, and 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 February 2, 2017 that each of the Trustees was qualified to serve on the Board under the Corporate Governance Guidelines.

Trustee Qualifications, Skills and Experience

Business, Management and Finance. The Board values significant business and management experience at the highest levels, including experience in regulated industries. Many of our Trustees have served as chief executive officers and/or chief financial officers and have served on the boards of directors of numerous companies. In addition, the vast majority of our ongoing capital program is expected to be funded through cash flows provided by operating activities as well as new debt issuances and, less frequently, equity issuances. As a result, the Board highly values policy-making level experience in, and understanding of, capital and financial markets, accounting and financial reporting and credit markets.

Regulatory. 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 each subsidiary operates. Accordingly, the Board considers policy-making level experience in a heavily regulated industry to be important.

Education/Community and Charitable Organizations. The Board also supports and encourages educational opportunities, 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 nonprofit 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.

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, long term strategic planning, risk management and corporate governance, and know how to drive change and growth.

Risk Assessment and Management Experience. Assessing and managing risk in a rapidly changing environment is critical to our success. Trustees who have served in

Table of Contents

SELECTION OF TRUSTEES

leadership positions 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.

Other Areas Relevant to Our Business Activities. 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 understand our customers' needs.

Diversity. In accordance with our Corporate Governance Guidelines, in addition to diverse business and other experience described above, the Corporate Governance Committee seeks diversity in gender, ethnicity and personal background when considering Trustee candidates. Diverse thoughts and views emanating from different backgrounds, life experiences, career experiences and skills are critical to a well-functioning Board and essential to embracing opportunities and confronting challenges in the future. To ensure the success of our business strategy, the Board of Trustees strives to identify and pursue Trustee candidates with diverse skills, knowledge, background and experience that complement the skills, knowledge and experience of our current Trustees.

The Corporate Governance 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 needs of the Company. They are committed to nominating individuals who satisfy the applicable criteria for outstanding service to our Company and who together comprise the appropriate Board membership 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 of each new nominee.

Shareholders wishing to suggest potential candidates for membership on the Board of Trustees may address such information, in writing, to our Secretary at the mailing address set forth previously on page 10 of this proxy statement. The communication must identify the writer as a shareholder of the Company and provide sufficient detail for the Corporate Governance Committee to consider the individual's qualifications.

Table of Contents

Trustee Compensation

The Compensation Committee recommends to the Board of Trustees 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.

In 2016, we paid each of our non-employee Trustees an annual cash retainer in the amount of $100,000 for

service on the Board during his or her term of office, including participation in all Board and Committee meetings. In addition, Trustees holding the positions of Lead Trustee, Chair of the Audit Committee, Chair of the Compensation Committee, Chair of the Corporate Governance Committee, and Chair of the Finance Committee on January 1 received additional annual cash retainers in the amounts set forth below. All cash retainers are payable in equal installments on the first business day of each calendar quarter.

Additional Cash Retainer	**2016 Annual Amount**
Lead Trustee	$ 27,500
Audit Committee Chair	$ 17,500
Compensation Committee Chair	$ 12,500
Corporate Governance Committee Chair	$ 12,500
Finance Committee Chair	$ 12,500

Each non-employee Trustee serving on January 1 also receives a grant under the Company's Incentive Plan, effective on the 10th business day of each such year, of the number of restricted share units (RSUs) resulting from dividing $135,000 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 vest on the next business day following the grant, and distribution to the Trustee in equivalent common shares 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.

Annual cash retainers, additional cash retainers and annual RSU grants for service on the Board for 2016 based on the amounts described above, were paid as described below.

The share ownership guidelines set forth in the Company's Corporate Governance Guidelines require each Trustee to attain and hold 7,500 common shares and/or RSUs of the Company within five years from

January 1 of the year succeeding their date of election to the Board. All of the current Trustees exceed the required share ownership threshold.

Pursuant to the Company's Deferred Compensation Plan, prior to the year earned, each Trustee may 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 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 2016, as the terms of the Deferred Compensation Plan provide for market-based investments, including Company Common Shares. We do not provide pension benefits to our non-employee Trustees.

In addition, when applicable, we pay travel-related expenses for spouses of Trustees who attend Board functions, but the Company does not pay tax gross-up payments in connection with such expenses. The Internal Revenue Service considers payment of travel expenses for a Trustee's spouse to be imputed income to the individual Trustee. There were no reportable travel-related expenses for spouses of Trustees during 2016.

Table of Contents

TRUSTEE COMPENSATION

The table below sets forth all compensation paid to or accrued by each non-employee Trustee in 2016.

Trustee	Fees Earned Or Paid in Cash ($)[1]	Stock Awards ($)[2]	Total ($)
John S. Clarkeson	100,000	135,515.43	235,515.43
Cotton M. Cleveland	100,000	135,515.43	235,515.43
Sanford Cloud, Jr.	140,000	135,515.43	275,515.43
James S. DiStasio	112,500	135,515.43	248,015.43
Francis A. Doyle	117,500	135,515.43	253,015.43
Charles K. Gifford	112,500	135,515.43	248,015.43
Paul A. La Camera	100,000	135,515.43	235,515.43
Kenneth R. Leibler	100,000	135,515.43	235,515.43
Thomas J. May	50,000	65,971.80	115,971.80
William C. Van Faasen	100,000	135,515.43	235,515.43
Frederica M. Williams	100,000	135,515.43	235,515.43
Dennis R. Wraase	100,000	135,515.43	235,515.43

(1) Represents the aggregate dollar amount of all fees earned or paid in cash, including annual retainer fees and committee chair fees. Also includes the amount of cash compensation deferred at the election of the Trustee. For the fiscal year ended December 31, 2016, Messrs. DiStasio and Doyle deferred 100% of their cash compensation.

(2) Reflects the grant date market value of 2,637 RSUs granted on January 15, 2016, which vested on January 16, 2016, and as determined in accordance with the provisions set forth on the preceding page. For Mr. May, reflects the grant date market value of 1,140 RSUs granted on July 15, 2016, which vested on July 16, 2016, as a pro rata grant following his retirement as our President and CEO. The current non-management Trustees held the following aggregate number of common shares received as stock compensation, including dividend equivalents, at December 31, 2016: Mr. Clarkeson (10,240), Ms. Cleveland (51,390), Mr. Cloud (29,266), Mr. DiStasio (19,397), Mr. Doyle (10,240), Mr. Gifford (58,217), Mr. La Camera (50,997), Mr. Leibler (10,240), Mr. May (170,068), Mr. Van Faasen (40,827), Ms. Williams (11,429), and Mr. Wraase (21,200).

Table of Contents

Trustee Independence

We have adopted Corporate Governance Guidelines incorporating independence standards that meet the listing standards of the NYSE. The Corporate Governance Guidelines are available on our website at *www.eversource.com/Content/general/about/investors/ corporate-governance/guidelines*. 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 Trustee Independence Guidelines are available on our website at *www.eversource.com/Content/general/about/investors/ corporate-governance/board-independence-guidelines*.

The Corporate Governance 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 and based on responses to questionnaires completed by the Trustees, reviewed and considered relationships and transactions between Eversource Energy, its affiliates and subsidiaries, on the one hand, and each Trustee, entities affiliated with him or her, and/or any member of his or her immediate family, on the other hand. The Committee also reviewed Eversource Energy's charitable donations to organizations where the Trustees or their immediate family members serve as officers or directors. Similarly, the Committee examined relationships and transactions between each Trustee and both our senior management and our independent registered public accounting firm. The Committee determined 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 or natural gas service to the residences of Trustees and/or companies at which some of the Trustees were directors or executive officers. 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 determined that relationships that exist solely due to an individual or entity purchasing electric service or natural gas 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, were not material to the Trustees or likely to impair the independence of any of the Trustees.

On February 2, 2017, based on the recommendation of the Corporate Governance Committee following its review, the Board of Trustees affirmatively determined that each of the Trustees, with the exception of Mr. May, our Chairman of the Board, and Mr. Judge, our 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 NYSE and the SEC, 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 Corporate Governance 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 5% of our total outstanding shares, and any immediate family member of any such person. Management submits to the Corporate Governance Committee for consideration any proposed Related Person Transaction. The Corporate Governance Committee recommends to the Board of Trustees for approval only those transactions that are in our best interests. Related Person Transactions are 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 February 2, 2017, based on facts of which we are aware, as reported on the Trustees Questionnaires completed by each Trustee, the application of the NYSE Listing Standards and the Eversource 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 is applicable 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 *www.eversource.com/ Content/general/about/investors/corporate-governance/ code-of-ethics-for-senior-financial-officers* and our Code of Business Conduct is available on our website at *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 Corporate Secretary at the address set forth on page 10 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 *www.eversource.com/Content/general/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 Trustee, Mr. Cloud, should send written communications in care of our Secretary at the mailing address set forth on page 10 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.

Table of Contents

Securities Ownership of Certain Beneficial Owners

The following table provides 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	32,046,699(1)	10.11%(1)
BlackRock, Inc. 55 East 52nd Street New York, New York 10055	23,471,142(2)	7.4%(2)
The Bank of New York Mellon Corporation 225 Liberty Street New York, NY 10286	18,020,954(3)	5.69%(3)
State Street Corporation State Street Financial Center One Lincoln Street Boston MA 02111	15,912,698(4)	5.02%(4)

(1) Based solely on a Schedule 13G/A filed with the SEC on March 10, 2017, reporting that as of February 28, 2017, The Vanguard Group, Inc. had the sole power to vote or direct the vote of 544,381 common shares, the shared power to vote or direct the vote of 133,908 common shares, the sole power to dispose of or to direct the disposition of 31,418,181 common shares, and the shared power to dispose of or to direct the disposition of 628,518 common shares. Vanguard Fiduciary Trust Company, a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 410,580 common shares as investment manager of collective trust accounts, and directs the voting of these shares. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 351,631 common shares as investment manager of Australian investment offerings.

(2) Based solely on a Schedule 13G/A filed with the SEC on January 23, 2017, reporting that as of December 31, 2016, BlackRock, Inc. and certain subsidiaries beneficially owned and had the sole power to dispose or direct the disposition of all of these common shares, and the sole power to vote or direct the vote of 20,629,386 of these common shares.

(3) Based solely on a Schedule 13G filed with the SEC on February 3, 2017, reporting that as of December 31, 2016, The Bank of New York Mellon Corporation had the sole power to vote or direct the vote of 16,539,461 common shares, the sole power to dispose of or to direct the disposition of 17,990,243 common shares, the shared power to vote or direct the vote of 3,142 common shares, and the shared power to dispose of or to direct the disposition of 5,507 common shares. The Bank of New York Mellon Corporation Schedule 13G also states that MBC Investments Corporation is the beneficial owner of 16,053,234 common shares (5.07% beneficial ownership), with sole voting power with respect to 13,687,596 common shares and sole dispositive power with respect to 16,053,234 common shares.

(4) Based solely on a Schedule 13G filed with the SEC on February 6, 2017, reporting that as of December 31, 2016, State Street Corporation and certain subsidiaries beneficially owned and had the shared power to dispose or direct the disposition of all of these common shares, and the shared power to vote or direct the vote of 15,912,698 of these common shares.

Table of Contents

Common Share Ownership of Trustees and Management

The table below shows the number of our common shares beneficially owned as of March 2, 2017, by each of our Trustees and each 2016 Named Executive Officer currently employed by us, as well as the number of common shares beneficially owned by all of our Trustees and executive officers as a group. 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)	Percent of Class
Gregory B. Butler	75,676(3)	*
John S. Clarkeson	12,692	*
Cotton M. Cleveland	60,981	*
Sanford Cloud, Jr.	48,318(4)	*
James S. DiStasio	21,849	*
Francis A. Doyle	18,917(5)	*
Charles K. Gifford	68,322	*
James J. Judge	217,490(3)	*
Paul A. La Camera	53,449	*
Kenneth R. Leibler	32,924	*
Philip J. Lembo	29,364(3)(6)	*
Thomas J. May	278,874(3)(7)	*
Leon J. Olivier	125,923(3)	*
Werner J. Schweiger	400,218(3)(8)	*
William C. Van Faasen	44,738	*
Frederica M. Williams	15,340	*
Dennis R. Wraase	27,652(9)	*
All Trustees and Executive Officers as a group (20 persons)	1,689,179(10)	*

* Less than 1% of Eversource Energy common shares outstanding.

(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 held by trustees and executive officers, as follows: Mr. Butler: 17,084; Mr. Clarkeson: 12,692 shares; Ms. Cleveland: 53,842 shares; Mr. Cloud: 31,718 shares; Mr. DiStasio: 21,849 shares; Mr. Doyle: 12,692 shares; Mr. Gifford: 60,669 shares; Mr. Judge: 145,140; Mr. La Camera: 53,449 shares; Mr. Leibler: 12,692 shares; Mr. Lembo: 17,165; Mr. May: 3,611 shares; Mr. Olivier: 28,868 shares; Mr. Schweiger: 349,611 shares; Mr. Van Faasen: 43,279 shares; Ms. Williams: 13,881 shares; and Mr. Wraase: 23,652 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 (Mr. Butler: 5,458; Mr. Judge: 24,518 shares; Mr. Lembo: 2,548; Mr. May: 71,077 shares; Mr. Olivier: 4,159 shares; and Mr. Schweiger: 9,881 shares).

(4) Includes 8,200 common shares held by Mr. Cloud's spouse. Mr. Cloud disclaims beneficial ownership of the common shares held by his spouse.

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

(6)

Includes 397 common shares held by Mr. Lembo in a custodial account for a minor child over which Mr. Lembo has sole voting and investment power.

(7) Includes 1,842 common shares held by a family limited liability company over which Mr. May has no voting or investment power.

(8) Includes 124,640 common shares issuable upon exercise of outstanding stock options exercisable within the 60-day period after March 2, 2017.

(9) Includes 4,000 common shares owned jointly by Mr. Wraase and his spouse with whom he shares voting and investment power.

(10) Includes 124,640 common shares issuable upon exercise of outstanding stock options exercisable within the 60-day period after March 2, 2017, and 984,819 unissued common shares. See note 2.

Table of Contents

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Trustees and executive officers of Eversource Energy and persons who beneficially own more than ten percent of the outstanding common shares of Eversource to file reports of ownership and changes in ownership with the SEC and the NYSE. We assist our Trustees and executive officers by monitoring transactions and completing and filing Section 16 reports

on their behalf. Based on such reports and the written representations of our Trustees and executive officers, we believe that for the year ended December 31, 2016, all such reporting requirements were complied with in a timely manner, except that a single Uniform Gift to Minors Act account held by Mr. Lembo was inadvertently not included in his May 2016 Form 3.

Table of Contents

Compensation Discussion and Analysis

This Compensation Discussion and Analysis (CD&A) provides information about the principles behind our compensation objectives, plans, policies and actions for our Named Executive Officers. The discussion describes the specific components of our compensation program, 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 2016 information, it also addresses decisions that were made in other periods to the extent that these decisions are relevant to the full understanding of our compensation program and the specific awards that were made for performance in 2016. The CD&A also contains a summary of 2016 performance, an assessment of the performance and the compensation awards made by the Compensation Committee, and other information relating to our compensation program, including:

- Pay for Performance Philosophy
- Executive Compensation Governance
- The Named Executive Officers
- Overview of our Compensation Program
- Market Analysis
- Elements of 2016 Compensation
- 2016 Annual Incentive Program
- 2016 Assessment of Financial and Operational Performance
- Performance Goal Assessment Matrix
- Description of our Long-Term Incentive Program, Grants and Performance Plan Results
- Disclosure of our:
  - Clawback and No Hedging and No Pledging Policies
  - Share Ownership Guidelines
  - Other Benefits
- Contractual Agreements
- Tax and Accounting Considerations
- Equity Grant Practices

Summary of 2016 Performance

In 2016, we achieved very positive overall financial results and solid operational performance results. The following is a summary of some of our most important accomplishments in 2016:

Financial Accomplishments

- Our 2016 earnings were $2.96 per share, a 5.3% increase over 2015 results.

- Our total shareholder return in 2016 was 11.6%, and over the longer term, our stock performance continues to outperform the industry. This marks the seventh time in eight years that Eversource has achieved a double-digit total shareholder return. Only four other companies within the Edison Electric Institute (EEI) index of 44 utility companies have achieved this level of return.

- We increased our 2016 dividend to $1.78 per share, a 6.6% increase over 2015, continuing to significantly outperform the EEI Index companies.

We maintained our Standard & Poor's (S&P) Credit Rating of "A" and our outlook was raised by S&P and Fitch from Stable to Positive; our S&P A Credit Rating remains the highest holding company credit rating in the industry.

We continued to successfully achieve operations and maintenance expense reductions in 2016, and our total operations and maintenance expenses were $8 million under target.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

Earnings Growth   2014 - 2016 recurring earnings per share have grown 5.7% on average, consistent with our long-term earnings guidance and above the utility industry average. A reconciliation between reported earnings per share and the recurring earnings per share presented below appears under the caption entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations   Overview" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. Recurring earnings per share presented below for 2014 and 2015 exclude merger-related costs.

Dividend Growth   As a result of our strong earnings growth, the Board of Trustees increased the annual dividend rate by 6.6% for 2016 to $1.78 per share, exceeding the EEI Index companies' median dividend growth rate of 3.8%. The dividend growth rate for the period 2014 - 2016 has averaged 6.5%, greater than our earnings per share growth and well ahead of the utility industry average.

Total Shareholder Return   Our Total Shareholder Return in 2016 was 11.6%, in line with the S&P 500. We outperformed the EEI Index companies over the five-year period. An investment of $1,000 in our common shares at the beginning of the five-year period beginning January 1, 2012 was worth $1,679 on December 31, 2016. The following charts represent the

comparative one- and five-year total shareholder returns for the periods ending December 31, 2016, respectively:

Operational Accomplishments

Our overall electric system reliability performance in 2016 was towards the top of the industry second quartile, though behind targeted performance due to the significantly higher number of storm events. We experienced nearly double the number of storm events as compared with prior years.

NSTAR Electric Company, NSTAR Gas Company and Western Massachusetts Electric Company each met or exceeded Service Quality Index performance targets established by regulators in Massachusetts, which is the only state in our service territory that has such performance targets.

We exceeded our established targets in safety performance and response to gas service calls. Our safety performance, which is measured by days away or restricted time, was its best ever, and we exceeded our gas emergency response rate target.

We exceeded the target of having 35% of new hires and promotions within the supervisor and above management group be women or people of color.

We continue to operate our electric and gas systems well. This is the result of the continuing implementation of best practices, focusing on investments in reliability improvements to reduce the number and length of outages, and performing our work safely each and every day.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

Reliability While we were affected in 2016 by an unusually high number of storms in our service territory, Electric System Reliability, which is measured by months between interruptions and average time to restore power, was better than the industry average.

Safety Safety performance measured by days away or restricted time per 100 workers continued to improve for the fourth straight year.

Achievement of the 2016 performance goals, additional accomplishments and the Compensation Committee's assessment of Company and executive performance are more fully described in the section titled "2016 Annual Incentive Program." 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

The Committee links our Named Executive Officers' compensation to performance that will ultimately benefit our customers and shareholders. 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 set 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

The Compensation Committee annually assesses the independence of its compensation consultant, Pay Governance LLC (Pay Governance), which is retained directly by the Committee, performs no other consulting or other services for the Company, and has no relationship with the Company that could result in a conflict of interest. The Committee has concluded that

Pay Governance is independent and that no conflict of interest exists between Pay Governance and the Company.

The executive and Trustee share ownership and holding guidelines noted in this CD&A emphasize the importance of share ownership. Under the share ownership guidelines, which include a six times base salary requirement for our Chief Executive Officer, we require our executives to hold 100% of the shares awarded under the Company's stock compensation program until the share ownership guidelines have been met. In addition, 100% of Trustee stock compensation is deferred and not distributed until the Trustee's retirement from the Board.

The Compensation Committee has implemented a clawback policy that requires our executives and other eligible employees to reimburse the Company for incentive compensation received if earnings were subsequently required to be restated as a result of noncompliance with accounting rules caused by fraud or misconduct.

The Company has discontinued the use of "gross-ups" in all new or materially amended executive compensation agreements.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

The Company has a "no hedging" and "no pledging" policy that prohibits all Trustees and executives from purchasing 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. This policy also prohibits all pledges, derivative transactions or short

sales involving our common shares or the holding of any Company common shares in a margin account.

Our employment agreements provide for "double-trigger" change of control acceleration of awards assumed by the surviving company.

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 2016, the Named Executive Officers are:

Current Executive Officers:

James J. Judge, President and Chief Executive Officer, effective May 4, 2016

Philip J. Lembo, Executive Vice President, Chief Financial Officer and Treasurer

Leon J. Olivier, Executive Vice President, Enterprise Energy Strategy and Business Development

Werner J. Schweiger, Executive Vice President and Chief Operating Officer

Gregory B. Butler, Executive Vice President and General Counsel

Former Executive Officers:

Thomas J. May, Chairman of the Board; retired President and Chief Executive Officer

David R. McHale, retired Executive Vice President and Chief Administrative Officer

Under the SEC regulations, we are required to disclose the compensation of the Chief Executive Officer and the Chief Financial Officer, along with the three most highly compensated other current employees, and up to two others who would have been Named Executive Officers if they were still employees at year end.

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 whom are deemed to be "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 discussion and analysis refers principally to compensation for the Named Executive Officers, the same compensation principles and practices apply to all executives. The compensation of the Chief Executive Officer is subject to the further review and approval of all 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 and maintaining a strong balance sheet. The Committee also places great emphasis on system reliability and superior customer service. 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 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 reliably, safely, with respect for the environment and our employees, and at a reasonable cost, while providing an above-average total shareholder return to our shareholders.

COMPENSATION DISCUSSION AND ANALYSIS

Setting Compensation Levels. To ensure that the Company achieves its goal of providing market-based 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 direct compensation elements (base salaries, annual incentives and long-term incentives), as well as total compensation, by using competitive market compensation data. The Committee reviews compensation data obtained from utility and general industry surveys and a specific group of peer utility companies. Levels may be lower than median for those executives who are new to their roles, while long-tenured, high performing executives may be compensated above median.

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.

In February 2017, 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, including 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 of Human Resources, 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 his or her 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 2016 compensation:

Utility and general industry survey data. The Committee reviews compensation information obtained from surveys of diverse groups of utility and general industry companies that represent our market for executive officer talent. Utility industry data are based on a defined peer set, as discussed below, while general industry data is derived from compensation consultant surveys. General industry data are

size-adjusted to ensure a close correlation between the market data and the Company's scope of operations. The Committee used this information, which it obtained from Pay Governance, to evaluate and determine base salaries and incentive opportunities.

Peer group data. In support of our executive pay decisions during 2016, 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 was chosen because these companies are similar to Eversource Energy in terms of size, business model and long-term strategies.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

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

The Committee periodically adjusts the target percentages of annual and long-term incentives based on the survey data after discussion with the compensation consultant to ensure that they are approximately equal to competitive median levels.

The Committee also determines perquisites to the extent they serve business purposes and sets supplemental benefits at levels that provide market-based compensation opportunities to the executives. 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.

Mix 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

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.

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, and this market data continues to indicate that chief executive officers are paid significantly more than other executive officers.

The following table sets forth the contribution to 2016 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 Incentives		
Named Executive Officer (NEO)	**Base Salary**	**Annual Incentive**[(1)]	**Performance Shares**[(1)]	**RSUs**[(2)]	**TDC**
James J. Judge	17%	19%	32%	32%	100%
Philip J. Lembo	26%	20%	27%	27%	100%
Leon J. Olivier	26%	20%	27%	27%	100%
Werner J. Schweiger	26%	20%	27%	27%	100%
Gregory B. Butler	30%	20%	25%	25%	100%
Thomas J. May	15%	17%	34%	34%	100%
David R. McHale	26%	20%	27%	27%	100%
NEO average, excluding Mr. Judge and Mr. May	26%	20%	27%	27%	100%

(1) The annual incentive compensation element and performance shares under the long-term incentive compensation element are performance-based.

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

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

Total Direct Compensation - CEO

Total Direct Compensation - All other NEO's

Risk Analysis of Executive Compensation Program. The overall compensation program includes a mix of compensation elements ranging from a fixed base salary that is risk-neutral to annual and long-term incentive compensation programs intended to motivate officers and 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 provides 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.

In 2016, the Compensation Committee assessed the risks associated with the executive compensation program by reviewing the various elements of incentive compensation. The annual incentive program was 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 was designed to ensure that the performance metrics were properly weighted and supportive of the Company's strategic plan. The Committee reviewed the overall compensation program in the context of the annual operating and strategic plans, which were both previously subject to Enterprise Risk Management review.

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 and safety goals 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 recurring earnings per share and 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% of target;

- Our clawback provision on incentive compensation; and

- Stock ownership requirements for all executives, including our Named Executive Officers, and 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.

Results of Our 2016 Say-on-Pay Vote and 2017 Recommendation on Say-on-Pay-Frequency Vote. We are requesting that Shareholders cast the annual advisory vote on executive compensation (a "Say-on-Pay" proposal). At the Company's Annual Meeting of Shareholders held on May 4, 2016, 87% of the votes cast on the Say-on-Pay proposal were voted to approve the 2015 compensation of the Named Executive Officers, as described in our 2016 proxy statement. 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. We are also recommending to shareholders that they continue to support our practice of an annual vote on Say-On-Pay. Please see Proposals 3 and 4 in this proxy statement.

Table of Contents

Elements of 2016 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 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 equity.

Incentive Compensation

Annual incentive and long-term incentive compensation are provided under the Company's Incentive Plan, which

was approved by our shareholders at the 2007 Annual Meeting of Shareholders and the material terms of performance goals of which were re-approved by our shareholders at the 2012 Annual Meeting of Shareholders. Pursuant to Section 162(m) of the Internal Revenue Code, we are requesting that our shareholders re-approve these terms at this year's Annual Meeting. Please see proposal 5 in this proxy statement. 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.

2016 Annual Incentive Program

In February 2016, the Committee established the terms of the 2016 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 65% to 110% of base salary.

At the February 2016 meeting, the Committee determined that for 2016 it would continue to base 70% of the annual incentive performance goals on the Company's overall financial performance and 30% of the annual performance goals on the Company's overall operational performance. The Committee also determined the specific goals to assess performance and that the individual goals would continue to be assessed

using ratings ranging from 0% to 200%. The Committee assigned weightings to each of these specific goals. For the financial component, the earnings per share goal was weighted at 70%, the dividend growth goal was weighted at 20% and the credit rating goal was weighted at 10%. For the operational component, the Committee determined the combined service reliability and restoration goals would be weighted at 60%, the combined key strategic regional energy projects, success on aggressive regulatory targets and improvement of the customer experience goals would be weighted at 25%, and the combined safety ratings, gas service response and diversity promotions and hires of leadership employee positions goals would be weighted at 15%.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

At the December 2016 meeting of the Committee, management provided an initial review of the Company's 2016 performance, followed in February 2017 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 each of the executives. In addition to these meetings, the Committee was also provided updates during the year on corporate performance. At the February 2017 meeting, the Committee determined, based on its assessment of the financial and operational performance goals, to set the level of achievement of combined financial and operational performance goals results at 152% of target, reflecting the overall strong performance of the Company and the executive team. In arriving at this determination, the Committee determined that the financial performance goals result was 168% of target and the operational performance goals result was 115% of target. The individual financial and operational performance goals results are as set forth below. The Chief Executive Officer recommended to the Committee payout levels for the executives (other than himself) based on his assessment of each executive's individual performance towards achievement of the performance goals and the additional accomplishments of the Company, together with each executive's contributions to the overall performance of the Company. The awards determined by the Committee were also based on the same three-component criteria.

Financial Performance Goals Assessment

Our earnings per share in 2016 were $2.96, exceeding the goal of $2.95 and representing a 5.3% increase over 2015. Our longer term earnings growth of 5.7% from

2014 to 2016 is significantly above the long-term industry growth of nearly 4%. The earnings goal was exceeded despite several challenges, including higher than planned storms costs and milder weather in 2016, which resulted in significantly lower than planned revenues, through the accomplishment of a challenging operations and maintenance cost containment result that was $8 million under target despite an additional $20 million of storm response costs. The Committee determined the earnings per share goal to have attained a 165% performance result.

We increased our dividend to $1.78 per share, a 6.6% increase from the prior year, compared to the utility industry's median dividend growth of 3.8%. The Committee determined this goal to have attained a 160% performance.

The Company maintained its "A" credit rating and both S&P and Fitch raised the Company's Outlook to "Positive." This rating represents the highest holding company S&P credit rating in the utility industry, and continues to provide the foundation for continued favorable financing opportunities during the year and in the future. The industry average credit rating at S&P is "BBB+." The Committee determined this goal to have attained a 200% performance result.

Operational Performance Goals Assessment

While performance results were towards the top of the second quartile as measured against our peers, the Company's total electric system reliability performance was behind targeted performance. Average months between interruptions equaled 13 months, behind the

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

performance zone established by the Committee of 15 to 17 months. System average restoration duration time equaled 97.9 minutes, behind the performance zone established by the Committee of 85 to 69 minutes. Taking into consideration the significant number of storms experienced in 2016 and the Company's performance as compared to its peers, the Committee determined these goals to have each attained a 100% performance result.

The Company successfully put its redesigned customer bill into place, expanded the functionality of its customer website and outage communication systems and strengthened media outreach efforts. The Committee determined this goal to have attained a 125% performance result.

The Company continued to decrease financial risk and protect earnings through effective regulatory outcomes in each of the three states in which Eversource provides service, and at the Federal Energy Regulatory Commission (FERC). This included the approved divestiture of our New Hampshire generation assets, a three-year Energy Efficiency Program approval, recovery at FERC of transmission merger-related costs from the 2012 NSTAR merger, and the successful resolution of spent nuclear fuel costs liability. The Committee determined this goal to have attained a 200% performance result.

We had mixed results related to our two major ongoing strategic projects, Access Northeast (ANE) and Northern Pass Transmission (NPT). Despite making good progress on ANE, a Massachusetts Supreme

Judicial Court decision not allowing electric distribution companies to execute gas capacity contracts has affected the project schedule. The Company is currently assessing alternative plans for the project. NPT was not selected in the three-state Clean Energy RFP, and siting approval from the New Hampshire Site Evaluation Committee was delayed until September 2017. However, NPT received approval from the New Hampshire Public Utilities Commission to operate as a public utility, and NE-ISO approved its Transmission Interconnection Application. In addition to NPT and ANE, the Company advanced a number of new strategic clean energy opportunities. The Committee determined this goal to have attained a 100% performance result.

We exceeded the safety performance goal of between 1.4 - 1.1 Days Away or Restricted Time ("DART") per 1,000 employees; DART equaled 0.95 in 2016. The Committee determined this goal to have attained a 150% performance result.

On-time response to gas customer emergency calls was 99.5%, which exceeded the goal of 99.1%. The Committee determined this goal to have attained a 125% performance result.

In 2016, 39% of new hires and promotions into leadership roles were women or people of color, exceeding the goal of 35%. The Committee determined this goal to have attained a 125% performance result.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

2016 Annual Incentive Program Performance Assessments

Financial Performance Goals

Category	2016 Goal	Company Performance	Indicative Assessment
Earnings Per Share	$2.95 per share	Exceeded $2.96 per share, a 5.3% increase over 2015, significantly outperforming industry growth median of nearly 4%	165%
Dividend Growth	Increase dividend $0.11 to $1.78 per share	Achieved Increased to $1.78 per share, a $0.11 increase and 6.6% growth, significantly exceeding the industry median of 3.8%	160%
Credit Rating	Maintain the Company's top tier S&P A credit rating	Achieved Maintained S&P rating of "A" (S&P and Fitch raised to "Positive" Outlook), the highest holding company credit rating in the utility industry	200%

Weightings = Earnings Per Share 70%; Dividend Growth 20%; Credit Rating 10%

Operational Performance Goals

Category	2016 Goal	Company Performance	Indicative Assessment
Reliability Avg. Months Between Interruptions (MBI)	Achieve MBI of within 15 to 17 months	Below MBI = 13 months. Behind targeted performance zone, driven by the unusually high level of storm activity but above the industry average	100%
Average Restoration Duration (SAIDI)	Achieve SAIDI of 85 to 69 minutes	Below SAIDI = 97.9 minutes. Behind targeted performance, driven by the unusually high level of storm activity but above the industry average	100%
Improve the Customer Experience	Customer bill redesign, enhanced communications, improved digital experience and positive media coverage	Exceeded Successful rollout of redesigned bill, expanded website functionality, enhanced outage communications. Completed other key customer and media initiatives	125%
Success on Aggressive Regulatory Agenda	NH Divestiture, three-year Energy Efficiency Plan, spent nuclear fuel, FERC merger cost recovery	Exceeded Very challenging regulatory proceedings have been approved by regulators with positive results, helping to drive EPS growth	200%
Positive Outcomes on Key Strategic Initiatives	NPT & ANE; major strategic initiatives	Met Ongoing major projects mixed, with delays on NPT and ANE. Significant progress on offshore wind, solar, energy storage and electric vehicle charging infrastructure	100%
Safety Rate	1.4 - 1.1 days away/restricted	Exceeded: 0.95 days away/restricted; 21% better than 2015	150%
Gas Service Response	99.1%	Exceeded: 99.5%; also met all regulatory mandated targets	125%
Diverse Leadership	35% hires or promotions of leadership level be women or people of color	Exceeded: 39%, 4 percentage points above target	125%

Weightings = Reliability and Restoration 60%; Key Corporate Initiatives 25%; Safety/Gas Service/Diversity 15%

Performance Goals Assessment

Financial Performance (weighted 70%)	168%
Operational Performance (weighted 30%)	115%
Overall Performance	152%

COMPENSATION DISCUSSION AND ANALYSIS

Additional Factors

The following key strategic results were also considered by the Committee in making an assessment of overall financial and operational performance, but were not given specific weightings or assigned a specific performance assessment score:

We identified and made significant progress in new strategic investment opportunities, including execution of a partnership agreement to develop a major offshore wind generation project. This positions us to be the first energy company to develop large scale offshore wind in North America.

We received approval from the Massachusetts Department of Public Utilities to invest $200 million in rate-base utility scale solar generation and filed a plan to invest $145 million in innovative clean energy solutions related to energy storage and electric vehicle charging infrastructure.

We undertook and carried out a highly successful leadership transition process upon the retirement of our Chief Executive Officer, which was very positively received by Wall Street and policy makers.

We effectively executed a robust capital plan totaling over $2.2 billion. This plan included electric and gas system investments targeted to improve reliability and upgrade infrastructure to make our system more resilient and support growth.

We implemented a new organization model to centralize our Connecticut and Massachusetts electric operations to drive performance and employ best practices, and we merged our electric transmission and distribution functions into one operation.

We continued to grow our natural gas business with over 12,000 new customers, reduced outstanding Class II leaks by 43%, and combined our two state gas operations into one efficient operation.

Individual Performance Factors Considered by the Committee

The goal of the Committee for 2016 was again to provide incentives for Company executives to work together as a highly effective, integrated team to achieve or exceed the

financial, operational, safety, customer, strategic and diversity goals and objectives. The Committee based the annual incentive payments on team performance and also on the Committee's assessment of each executive's individual performance in supporting the performance goals, additional achievements and overall Company performance. The Committee and the independent Trustees assessed the performance of our Chief Executive Officer and, based on the recommendations of the Chief Executive Officer, the Committee assessed the performance of the Named Executive Officers to determine the individual incentive payments as disclosed in the Summary Compensation Table. Based on the Committee's review, which included its assessment of the performance goals, the significant other accomplishments of the Company and the Named Executive Officers, and the overall performance of the Company and each of the Named Executive Officers, considered in its totality by the Committee to have been excellent, the Committee approved annual incentive program payments for the Named Executive Officers at levels that ranged from 140% to 159% of target. These payments reflected the individual and team contributions of Mr. Judge, Mr. Lembo, Mr. Olivier, Mr. Schweiger and Mr. Butler in achieving the goals and the additional accomplishments and the overall performance of the Company.

In determining Mr. Judge's annual incentive payment of $2,200,000, which was 159% of target, and which reflects his and the Company's continued strong performance, the Committee and the Board considered the totality of the Company's success in accomplishing the goals set by the Committee, the additional accomplishments of the Company, and Mr. Judge's strategic leadership of the Company.

2016 Annual Incentive Program Awards

Named Executive Officer	Award
James J. Judge	$ 2,200,000
Philip J. Lembo	600,000
Leon J. Olivier	725,000
Werner J. Schweiger	700,000
Gregory B. Butler	575,000

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

Long-Term Incentive Program

General

Our long-term incentive program is intended to focus on the Company's longer-term strategic goals and to help retain our executives. A new three-year program commences every year. For the 2016 - 2018 Long-Term Incentive Program, each grant consisted of 50% Eversource Energy Performance Shares and 50% (RSUs. Performance Shares are designed to reward achievement as measured against pre-established performance measures. RSUs are designed to provide executives with an incentive to increase the value of Company 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.

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 compensation with performance.

Performance Shares are granted as a target number of Eversource common shares. The number of Performance Shares granted are determined by dividing the target grant value in dollars by the average of 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 will be deemed to be invested in additional Performance Shares.

Performance Shares under the 2016   2018 Program

For the 2016 - 2018 Program, the Committee measured performance using: (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 2015 and 2014, 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. Further, the Committee considers it a best practice to use a combination of relative and absolute metrics, with EPS growth serving as a key input to shareholder value and TSR serving as the output.

The number of Performance Shares awarded at the end of the three-year period ranges from 0% to 200% of target, depending on EPSG and relative TSR performance as set forth in the performance matrix below. Performance Share grants are based on a percentage of annualized base salary at the time of the grant and measured in dollars. The target number of shares under the 2016 - 2018 Program ranged from 35% to 238% of base salary. For the 2016 - 2018 Program, EPSG ranges from 0% to 9%, while TSR ranges from below the 10th percentile to above the 90th percentile. The Committee determined that payout at 100% of target should be challenging but achievable. As a result, vesting at 100% of target occurs at various combinations of EPSG and TSR performance. 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, and 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.

Performance Shares under the 2015   2017 Program

For the 2015 - 2017 Program, the Committee used the same performance measures of EPSG and TSR and the same criteria as in the 2016 - 2018 Program noted above.

The performance matrix set forth below describes how the Performance Share payout will be determined under the 2015 - 2017 and 2016 - 2018 Long-Term Incentive Programs. 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.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

2015 2017 and 2016 2018 Long-Term Incentive Programs Performance Share Potential Payout

Three-Year	**Three-Year Relative Total Shareholder Return Percentiles**									
Average EPS Growth	**Below 10th**	**20th**	**30th**	**40th**	**50th**	**60th**	**70th**	**80th**	**90th**	**Above 90th**
9%	110%	120%	130%	140%	150%	160%	170%	180%	190%	200%
8%	100%	110%	120%	130%	140%	150%	160%	170%	180%	190%
7%	90%	100%	110%	120%	130%	140%	150%	160%	170%	180%
6%	80%	90%	100%	110%	120%	130%	140%	150%	160%	170%
5%	70%	80%	90%	100%	110%	120%	130%	140%	150%	160%
4%	60%	70%	80%	90%	100%	110%	120%	130%	140%	150%
3%	40%	50%	70%	80%	90%	100%	110%	120%	130%	140%
2%	20%	40%	60%	70%	80%	90%	100%	110%	120%	130%
1%		10%	40%	60%	70%	80%	90%	100%	110%	120%
0%			20%	30%	50%	70%	80%	90%	100%	110%
Below 0%					10%	20%	30%	40%	50%	60%