

# 2020

Annual Meeting  
of Stockholders  
& Proxy Statement





## 2020 Annual Meeting of Stockholders and Proxy Statement



March 16, 2020

Fellow Stockholders:

We are pleased to invite you to attend NRG Energy, Inc.'s Annual Meeting of Stockholders, which will be held at 9a.m., Central Time, on Thursday, April 30, 2020, at the JW Marriott Downtown, 806 Main Street, Houston, Texas 77002. Details regarding admission to the meeting and the business to be conducted are more fully described in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we hope you will vote as soon as possible. Information about voting methods is set forth in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement.

On behalf of everyone at NRG, I thank you for your ongoing interest and investment in NRG Energy, Inc. We are committed to acting in your best interests. If you have any questions with respect to voting, please call our proxy solicitor, MacKenzie Partners, Inc. at (800) 322-2885 (toll free).

Sincerely,

**LAWRENCE S. COBEN**  
Chairman of the Board

THIS PROXY STATEMENT AND PROXY CARD ARE  
BEING DISTRIBUTED ON OR ABOUT MARCH 16, 2020.



## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

**When:** Thursday, April 30, 2020, 9:00 a.m. Central Time

**Where:** JW Marriott Downtown, 806 Main Street, Houston, Texas 77002\*

We are pleased to invite you to join our Board of Directors and senior leadership at the NRG Energy, Inc. 2020 Annual Meeting of Stockholders.

### ITEMS OF BUSINESS:

1. To elect ten directors.
2. To approve, on a non-binding advisory basis, NRG Energy, Inc.'s executive compensation.
3. To ratify the appointment of KPMG LLP as NRG Energy, Inc.'s independent registered public accounting firm for the 2020 fiscal year.
4. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement.

### RECORD DATE:

You are entitled to vote if you were a stockholder of record at the close of business on March 2, 2020.

\*As part of our precautions regarding the coronavirus or COVID-19, we are planning for the possibility that we may need to change the location of the Annual Meeting or the Annual Meeting may be held solely by means of remote communication. If we take this step, we will announce the decision to do so in advance, and details on how to participate will be available on our website at <http://investors.nrg.com>.

### HOW TO VOTE:

Even if you plan to attend the Annual Meeting in person, please vote right away using one of the following advance voting methods. Make sure to have your proxy card or voting instruction form in hand and follow the instructions in the card or form.

#### ***Via the Internet:***

You may vote at [www.proxyvote.com](http://www.proxyvote.com), from anywhere in the world, 24 hours a day, 7 days a week, up until 11:59p.m. Eastern Time on April 29, 2020.

#### ***By phone:***

You may vote 24 hours a day, 7 days a week, up until 11:59p.m. Eastern Time on April 29, 2020, by calling (800) 690-6903 from a touch-tone phone.

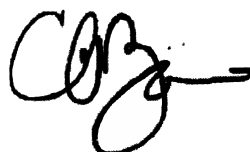
#### ***By mail:***

If you received a paper copy of the materials, you may mark, sign, date and mail your proxy card or voting instruction card in the enclosed, postage-paid address envelope, as soon as possible as it must be received by the Company prior to April 30, 2020, the Annual Meeting date.

#### ***In person:***

You can vote by a ballot that will be provided to you at the Annual Meeting. However, if you are a beneficial owner of shares held in street name (through a bank, broker or other nominee), you must bring a legal proxy from your bank, broker or other nominee to vote in person.

By Order of the Board of Directors



**CHRISTINE A. ZOINO,**  
Corporate Secretary



# Table of Contents

## 2020 ANNUAL MEETING OF STOCKHOLDERS PROXY STATEMENT

<b>PROXY STATEMENT HIGHLIGHTS .....</b>	<b>1</b>	<b>QUESTIONS AND ANSWERS.....</b>	<b>67</b>
<b>PROXY STATEMENT .....</b>	<b>4</b>	What is the purpose of the Annual Meeting? .....	67
<b>GOVERNANCE OF THE COMPANY .....</b>	<b>6</b>	Who is entitled to vote at the Annual Meeting? .....	67
<b>PROPOSALS TO BE VOTED ON.....</b>	<b>25</b>	How many votes do I have? .....	68
Proposal No. 1: Election of Directors .....	25	What are the recommendations of the board of directors? .....	68
Director Compensation .....	31	How many votes must be present to hold the Annual Meeting? .....	68
Proposal No. 2: Advisory Vote to Approve NRG's Executive Compensation .....	33	What vote is required to approve each proposal? .....	68
Proposal No. 3: Ratification of Independent Registered Public Accounting Firm for the 2020 Fiscal Year .....	34	What are abstentions and broker non-votes and how are they treated? .....	69
<b>EXECUTIVE OFFICERS .....</b>	<b>35</b>	How do I vote? .....	69
<b>STOCK OWNERSHIP OF DIRECTORS, NAMED EXECUTIVE OFFICERS AND CERTAIN BENEFICIAL OWNERS .....</b>	<b>35</b>	May I change my vote? .....	70
<b>CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS .....</b>	<b>38</b>	What should I bring to the Annual Meeting if I attend in person? .....	70
<b>EXECUTIVE COMPENSATION .....</b>	<b>39</b>	How can I vote at the Annual Meeting if I attend in person? .....	71
<b>COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION .....</b>	<b>63</b>	What happens if I do not provide instructions as to how to vote? .....	71
<b>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION .....</b>	<b>63</b>	Where can I obtain the list of stockholders entitled to vote? .....	71
<b>AUDIT COMMITTEE REPORT .....</b>	<b>64</b>	Who pays the cost of solicitation of proxies? .....	71
<b>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM .....</b>	<b>65</b>	Who is the Company's transfer agent? .....	71
Audit and Non-audit Fees .....	65	Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials? .....	72
Audit Fees .....	65	Where can I find directions to the Annual Meeting? .....	72
Audit-Related Fees .....	65	What is "householding"? .....	72
Tax Fees .....	65	How can I request additional materials? .....	72
All Other Fees .....	65	Whom should I call if I have questions about the Annual Meeting? .....	72
Policy on Audit Committee Pre-Approval .....	66	<b>STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR THE 2021 ANNUAL MEETING OF STOCKHOLDERS.....</b>	<b>73</b>



# Proxy Statement Highlights

*This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement before voting. For more complete information regarding NRG Energy, Inc.'s 2019 performance, please review NRG Energy, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.*

## ROADMAP OF VOTING MATTERS

Stockholders are being asked to vote on the following matters at the 2020 Annual Meeting of Stockholders:

Proposal	Board Recommendation
<b>Proposal 1. Election of Directors (<a href="#">page 25</a>)</b>	
The Board of Directors (Board) and the Governance and Nominating Committee believe that the 10 director nominees possess the necessary qualifications, attributes, skills and experiences to provide advice and counsel to the Company's management and effectively oversee the business and the long-term interests of our stockholders.	<b>FOR</b> each director nominee
<b>Proposal 2. Approval, on a non-binding advisory basis, of NRG Energy, Inc.'s executive compensation (Say on Pay Proposal) (<a href="#">page 33</a>)</b>	
The Company seeks a non-binding advisory vote to approve the compensation of its named executive officers as described in the Compensation Discussion and Analysis beginning on <a href="#">page 39</a> and the compensation tables and respective narrative discussion. The Board values stockholders' opinions, and the Compensation Committee will take into account the outcome of the Say on Pay Proposal when considering future executive compensation decisions.	<b>FOR</b>
<b>Proposal 3. Ratification of the appointment of KPMG LLP as NRG, Energy, Inc.'s independent registered public accounting firm for the 2020 fiscal year (KPMG LLP Appointment Proposal) (<a href="#">page 34</a>)</b>	
The Audit Committee and the Board believe that the retention of KPMG LLP as the Company's independent registered public accounting firm for the 2020 fiscal year is in the best interests of the Company and its stockholders. As a matter of good corporate governance, stockholders are being asked to ratify the Audit Committee's selection of KPMG LLP.	<b>FOR</b>

## CORPORATE GOVERNANCE HIGHLIGHTS

We are committed to maintaining the highest standards of corporate governance, which promote the long-term interests of our stockholders, strengthen Board and management accountability and help build public trust in the Company. The Governance of the Company section beginning on [page 6](#) describes our corporate governance framework, which includes the following:

- Annual election of directors
- Majority voting for directors in uncontested elections
- 10 director nominees of which 9 are independent
- Proxy access for stockholders to nominate directors
- Independent Audit, Compensation, and Governance and Nominating Committees
- Broad skills, experiences and backgrounds and diversity of race, gender and tenure
- Regular executive sessions of independent directors
- Risk oversight by full Board and committees
- Commitment to sustainability and Board oversight of environmental, social and governance matters
- Anti-hedging and anti-pledging policies
- Stock-ownership guidelines
- Robust director evaluation process

### OUR 2019 CORPORATE GOVERNANCE HIGHLIGHTS INCLUDE:

**Board Refreshment.** Appointed four new directors in the last two years, enhancing the breadth and depth of the Board's skills, experience and diversity.

•  
**Executive Compensation Program.**

Received 98% support in 2019 on Say on Pay proposal.

•  
**Stockholder Engagement.** Engaged with investors representing more than 30% of shares outstanding during 2019.

•  
**Company Recognitions.** 2019 Forbes' Best Employers List and Newsweek's 2020 America's Most Responsible Companies.

## SUMMARY OF DIRECTOR NOMINEES

Name and primary occupation	Age	Director since	Independent	Other public company boards	Committee memberships				
					A	C	G&N	F	N
<b>Lawrence S. Coben</b> (Chairman of the Board) <i>Executive Director, Sustainable Preservation Initiative</i>	61	2003	YES	1					★
<b>E. Spencer Abraham</b> <i>Chairman and Chief Executive Officer, The Abraham Group</i>	67	2012	YES	4 <sup>(a)</sup>		★			•
<b>Antonio Carrillo</b> <i>President and Chief Executive Officer, Arcosa, Inc.</i>	53	2019	YES	1	•	•			•
<b>Matthew Carter, Jr.</b> <i>Chief Executive Officer, Aryaka Networks, Inc.</i>	59	2018	YES	1	•		•		•
<b>Heather Cox</b> <i>Chief Digital Health and Analytics Officer, Humana Inc.</i>	49	2018	YES	0		•	•		•
<b>Mauricio Gutierrez</b> <i>President and Chief Executive Officer, NRG Energy, Inc.</i>	49	2016	NO	0					•
<b>Paul W. Hobby</b> <i>Managing Partner, Genesis Park, L.P.</i>	59	2006	YES	1				★	•
<b>Alexandra Pruner</b> <i>Senior Advisor, Perella Weinberg Partners</i>	58	2019	YES	2			•	•	•
<b>Anne C. Schaumburg</b> <i>Former Managing Director of Credit Suisse First Boston</i>	70	2005	YES	1	★	•			•
<b>Thomas H. Weidemeyer</b> <i>Former Director, Senior Vice President and Chief Operating Officer of United Parcel Service, Inc.</i>	72	2003	YES	2			★	•	•

<sup>(a)</sup> Mr. Abraham has advised the Company that he will not be standing for reelection for the board of directors of Occidental Petroleum Corporation, which will reduce his total "other public company boards" to three (3).

★ Chair • Member

A = Audit Committee

C = Compensation Committee

G&N = Governance and Nominating Committee

F = Finance and Risk Management Committee

N = Nuclear Oversight Committee

## QUESTIONS AND ANSWERS

Please see the Questions and Answers section beginning on [page 67](#) for important information about the proxy materials, voting and the 2020 Annual Meeting of Stockholders. Additional questions may be directed to our proxy solicitor, MacKenzie Partners, Inc. at (800) 322-2885 or [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com).

## LEARN MORE ABOUT OUR COMPANY

You can learn more about the Company, view our governance materials and much more by visiting our website, [www.nrg.com](http://www.nrg.com).

Please also visit our 2020 Annual Meeting of Stockholders website at [www.proxyvote.com](http://www.proxyvote.com) to easily access the Company's proxy materials or vote through the Internet.

# Proxy Statement

We are providing these proxy materials to you in connection with the solicitation of proxies by the Board of NRG Energy, Inc. for the 2020 Annual Meeting of Stockholders (Annual Meeting) and for any adjournment or postponement of the Annual Meeting. The Annual Meeting will be held on Thursday, April 30, 2020, at 9 a.m. Central Time at the JW Marriott Downtown, 806 Main Street, Houston, Texas 77002\*. In this Proxy Statement, "we," "us," "our," "NRG" and the "Company" refer to NRG Energy, Inc.

You are receiving this Proxy Statement because you own shares of our common stock, par value \$0.01 per share, that entitle you to vote at the Annual Meeting. By use of a proxy, you can vote whether or not you attend the Annual Meeting. This Proxy Statement describes the matters on which we would like you to vote and provides information on those matters.

## Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on Thursday, April 30, 2020.

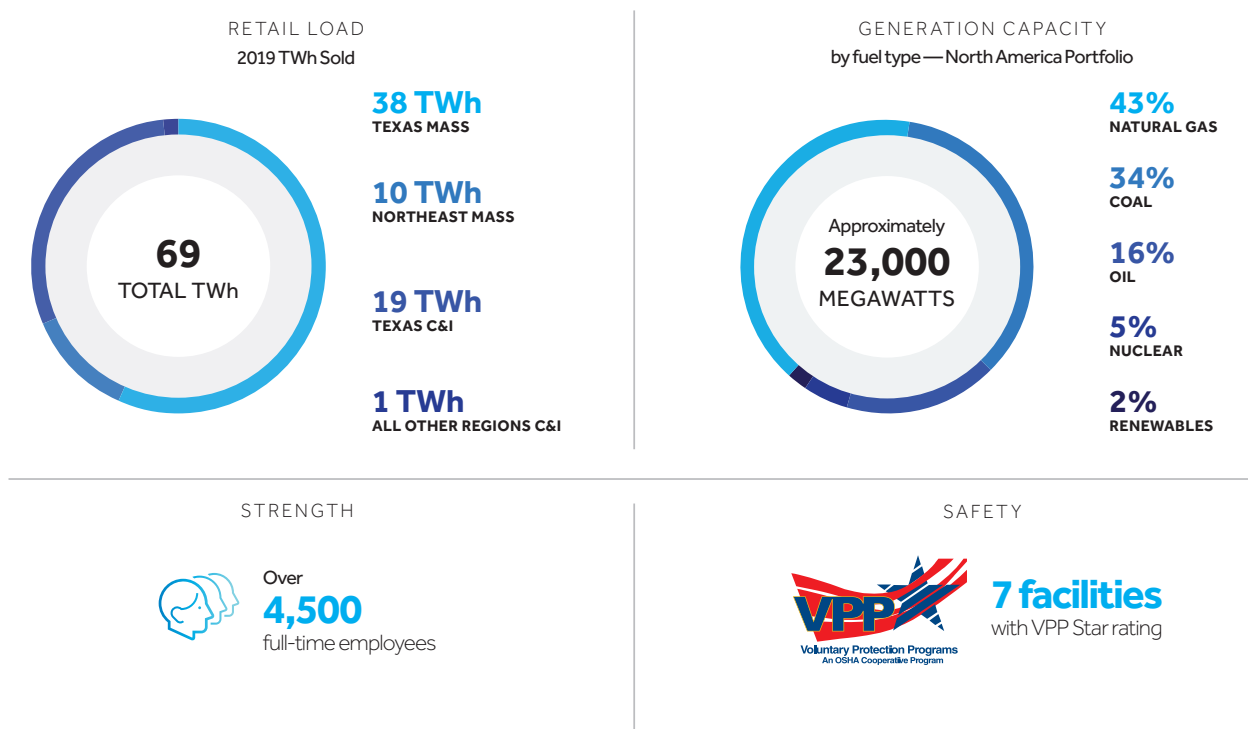
Each of the Notice of Annual Meeting, this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (Annual Report on Form 10-K) is available at [www.proxyvote.com](http://www.proxyvote.com). **If you would like to receive, without charge, a paper copy of our Annual Report on Form 10-K, including the financial statements and the financial statement schedules, please send your request to Investor Relations, 804 Carnegie Center, Princeton, New Jersey 08540.**

\*As part of our precautions regarding the coronavirus or COVID-19, we are planning for the possibility that we may need to change the location of the Annual Meeting or the Annual Meeting may be held solely by means of remote communication. If we take this step, we will announce the decision to do so in advance, and details on how to participate will be available on our website at <http://investors.nrg.com>.

## ABOUT NRG

NRG Energy, Inc. is an integrated power company built on dynamic retail brands with diverse generation assets. NRG brings the power of energy to customers by producing and selling electricity and related products and services in major competitive power markets in the U.S. and Canada in a manner that delivers value to all of NRG's stakeholders. NRG is a customer-driven business focused on perfecting the integrated model by balancing retail load with generation supply within its deregulated markets. The Company sells energy, services, and innovative, sustainable products and services directly to retail customers under the brand names NRG, Reliant, Green Mountain Energy, Stream, and XOOM Energy, as well as other brand names owned by NRG, supported by approximately 23,000 MW of generation as of December 31, 2019. NRG was incorporated as a Delaware corporation on May 29, 1992.

A POWER MODEL THAT PUTS CUSTOMERS FIRST



\* Using 2014 as a baseline. As of 12/31/19. For additional information please refer to the 2019 NRG Annual Report.

NRG's strategy is to maximize stockholder value through the safe production and sale of reliable power to its customers in the markets it serves, while positioning the Company to provide innovative solutions to the end-use energy customer. This strategy is intended to enable the Company to optimize its integrated model to generate stable and predictable cash flow, significantly strengthen earnings and cost competitiveness, and lower risk and volatility.

To effectuate the Company's strategy, NRG is focused on: (i) serving the energy needs of end-use residential, commercial and industrial customers in competitive markets through multiple brands and channels with a variety of retail energy products and services differentiated by innovative features, premium service, sustainability, and loyalty/affinity programs; (ii) offering innovative and renewable energy solutions for customers; (iii) excellence in operating performance of its existing assets; (iv) optimal hedging of NRG's net retail and generation positions; and (v) engaging in disciplined and transparent capital allocation.

Sustainability is an integral piece of NRG's strategy and ties directly to business success, reduced risks and brand value. On September 24, 2019, NRG announced the acceleration of its science-based GHG emissions reduction goals to align with prevailing climate science, limiting warming to a 1.5 degree Celsius scenario. Under its new GHG emissions reduction timeline, NRG is targeting to achieve a 50% reduction by 2025 and net-zero emissions by 2050, from a 2014 baseline.

## Governance of the Company

### CORPORATE GOVERNANCE GUIDELINES AND CHARTERS

The Board has adopted Corporate Governance Guidelines (Guidelines) that, along with the Amended and Restated Certificate of Incorporation, as amended, the Fourth Amended and Restated Bylaws (Bylaws) and the charters of the committees of the Board (Committees), provide the framework for the governance of the Company. The Board's Governance and Nominating Committee is responsible for periodically reviewing the Guidelines and recommending any proposed changes to the Board for approval. The Guidelines are available on the Governance section of the Company's investor relations website at <http://investors.nrg.com>, along with the charters of all of the Committees and the Company's Code of Conduct. The Guidelines, the charters of all of the Committees and the Code of Conduct are also available in print to any stockholder upon request. Stockholders who desire to receive such items in print may request them from the Company's Corporate Secretary by writing to NRG Energy, Inc., 804 Carnegie Center, Princeton, New Jersey 08540.

## GOVERNANCE PRACTICES

The Board and Company are committed to maintaining the highest standards of corporate governance practices and principles. The Board has taken a proactive approach in applying leading governance practices to its structure. These measures have been recommended by the Board, approved by the stockholders and quickly instituted including the majority voting standard for the election of directors approved at the 2009 Annual Meeting of Stockholders, the declassification of our Board approved at the 2012 Annual Meeting of Stockholders and the adoption of proxy access, discussed further below, following the 2016 Annual Meeting of Stockholders. Furthermore, as described in the Guidelines, the Board follows a series of governance practices that it believes foster effective Board oversight and accountability to you, our stockholders. These practices include:

- Executive and director stock ownership guidelines to align interests with our stockholders;
- Ongoing succession planning for the CEO and other senior management;
- Annual performance evaluations of the Board and each of its standing Committees, as well as periodic peer review for individual directors;
- Director orientation and continuing education program, including Company site visits and information sessions with Company management;
- Access to and engagement of outside advisors and consultants to assist the Board and the Committees in the performance of their duties, as appropriate; and
- Active engagement with our stockholders regarding governance practices and other matters.

## PROXY ACCESS

In response to engagement with our stockholders, our Bylaws provide for proxy access. Under the proxy access provisions in our Bylaws, a stockholder (or group of up to 20 stockholders) continuously owning at least 3% of our outstanding common stock for a period of at least three years prior to the date of the nomination may nominate and include in our proxy materials for the following annual meeting director nominees constituting up to 20% of the Board. To do so, the stockholder must submit the information required by Article II, Section 15 of our Bylaws to the Company's Corporate Secretary as described further under "Director Nominees for Inclusion in the Proxy Materials for the 2021 Annual Meeting of Stockholders (Proxy Access)."

## RISK OVERSIGHT

- The Board has responsibility for overall risk oversight of the Company.
- Board Committees, especially the Finance and Risk Management Committee, play an important role.
- Risk oversight includes understanding the material risks to the business and what steps management is taking or should be taking to manage those risks, as well as understanding and determining the appropriate risk tolerance for the Company.
- To define the Company's risk tolerance, the Board reviews and approves the annual business plan, budget and long-term plan, strategic initiatives, acquisitions and divestitures, and capital allocation plan.

The Board performs its risk oversight function in several ways. The Board monitors, reviews and reacts to strategic and corporate risks through reports by management, including the Enterprise Risk Management team, which is further described below, and through the Committees of the Board. Several Committees of the Board have responsibilities for addressing risk, however, the Board primarily conducts this oversight function through the Finance and Risk Management Committee. The Finance and Risk Management Committee is responsible for company-wide enterprise risk management. The Company's Financial Risk Management Committee, a committee comprised of senior management and key personnel in and around the finance, commercial operations and risk functions, reports to the Board's Finance and Risk Management Committee on a regular basis.

The table below summarizes the significant role the various Board Committees play in carrying out the risk oversight function.

Committee	Risk Oversight Focus Area
<b>Audit Committee</b>	<p>Reviews and evaluates our policies with respect to risk assessment and risk management.</p> <p>Oversees financial risks, which includes reviewing the effectiveness of our internal controls, conducting a detailed review of the financial portions of our Securities and Exchange Commission (SEC) reports, approving the independent auditor and the annual audit plan, and receiving and considering periodic reports from the Company's independent auditor, our internal auditor and our corporate compliance officer.</p>
<b>Compensation Committee</b>	<p>Oversees risks related to our compensation policies and practices, with input from management and the Compensation Committee's independent outside compensation consultant, Pay Governance LLC (Pay Governance). For more information on the Compensation Committee's role with respect to oversight of risks related to compensation policies, see "Compensation Discussion and Analysis – Oversight of Risks Related to Compensation Policies", beginning on <a href="#">page 51</a>.</p>
<b>Finance and Risk Management Committee</b>	<p>Oversees risks related to our capital structure, liquidity, financings and other capital markets transactions as well as risks related to our trading of fuel, transportation, energy and related products and services, regulatory compliance, and information technology systems and cybersecurity matters and the Company's management of the risks associated with such activities.</p>
<b>Governance and Nominating Committee</b>	<p>Oversees our strategies and efforts to manage our environmental, economic and social impacts, including our environmental, climate change, sustainability and political expenditure policies and programs.</p>
<b>Nuclear Oversight Committee</b>	<p>Oversees risks related to our ownership and operation, directly or indirectly, of interests in nuclear power plant facilities.</p>

The Chairs of each of the Committees regularly report to the Board on all matters reviewed by their respective Committees, thereby providing the Board with the opportunity to identify and discuss any risk-related issues or request additional information from management or the Committees that may assist the Board in its risk oversight role. To this end, risk-related issues presented to the Committees are routinely presented to the full Board to ensure proper oversight.

## BOARD STRUCTURE AND LEADERSHIP

- **Chairman of the Board:** Lawrence S. Coben
- **Number of directors:** 11
- **Number of regular meetings in 2019:** 5
- **Number of special meetings in 2019:** 2
- Annual election of directors
- Majority voting for directors
- Separate Chairman and Chief Executive Officer (CEO)
- Regular executive sessions of independent directors
- Each Committee led by an independent director
- Active engagement by all directors

Directors stand for election annually. Each director will hold office until his or her successor has been elected and qualified or until the director's earlier death, resignation or removal.

As of the 2019 Annual Meeting of Stockholders, there were ten members of the Board. During the 2019 fiscal year, the Board continued to evaluate the composition of the Board. In its efforts to evolve the Board, the Governance and Nominating Committee engaged a search firm during 2019. The search firm brought forth a number of candidates which were assessed by the Governance and Nominating Committee and interviewed by the Committee and other members of the Board. Upon such review, the Committee recommended the appointment of Mr. Carrillo and Ms. Pruner. As a result, the Board increased its size to 12 members and appointed Mr. Carrillo and Ms. Pruner to the Board in October 2019. As of December 31, 2019, Mr. Hantke retired from the Board. In addition, Mr. Dallas advised the Board that he will not be standing for re-election at the Annual Meeting. Because Mr. Dallas will not be standing for re-election at the Annual Meeting, the Board's size will be decreased to 10 members as of the Annual Meeting.

The Guidelines provide that non-executive directors meet in executive session regularly following Board meetings. The Company's Non-Executive Chairman, Mr. Coben, presides at these sessions. Also, pursuant to the Company's Bylaws, Mr. Coben has been designated as an "alternate member" of all Committees to replace any absent or disqualified members of a Committee.

Directors are encouraged to attend the annual meetings of stockholders. All of the then incumbent directors attended the 2019 Annual Meeting of Stockholders. During the 2019 fiscal year, all directors except Mr. Carrillo, attended more than 75% of the total number of Board meetings and meetings of the Committees on which he or she served. As discussed above, Mr. Carrillo was appointed to the Board in October 2019 and had commitments confirmed prior to his appointment that caused him to miss three of the five meetings that occurred following his appointment.

Our CEO, Mr. Gutierrez, and Chairman, Mr. Coben, work closely together in complementary roles. Mr. Gutierrez focuses on the day-to-day operations of the Company and establishes the Company's strategic plan. Mr. Coben leads the Board's responsibilities for reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions, assessing major risks facing the Company and management, and overseeing succession planning, most notably at the CEO level, and he presides over the Board and its Committees as they perform their broad and varied oversight functions. The Board believes that these complementary roles provide the appropriate governance structure for the Company at this time.

Since December 2003, NRG's governance structure has been led by a separate CEO and Chairman of the Board. Irrespective of the Company's current practice, the Board believes that an effective board leadership structure is highly dependent on the experience, skills and personal interaction between persons in leadership roles. As stated in the Guidelines, the Board believes that it is in the best interest of the Company for the Board to make a determination regarding separation of the roles of Chairman and CEO based upon the present circumstances.

## DIRECTOR INDEPENDENCE

Under the Guidelines and the New York Stock Exchange (NYSE) listing standards, a majority of the Board must be composed of independent directors. The Board determines the independence of our directors by applying the independence principles and standards established by the NYSE. These standards provide that a director is independent only if the Board affirmatively determines that such director does not have a direct or indirect material relationship with the Company, which may include commercial, industrial, consulting, legal, accounting, charitable, familial and other business, professional and personal relationships.

The Board conducts a review of the independence of the Company's directors on an annual basis. In its most recent review, the Board considered, among other things:

- Any employment relationships between the Company and its directors (other than Mauricio Gutierrez) or their immediate family members;
- Any affiliations of the Company's directors or their immediate family members with the Company's independent registered public accounting firm, compensation consultants, legal counsel and other consultants and advisors;
- Any transactions that would require disclosure as a related person transaction or that qualify for review under our related person transactions policy;
- Any transactions made in the ordinary course of business with a company in which a director serves on the board or as a member of the executive management team; and
- Any transactions involving payments made by the Company to educational institutions.

In addition, because the Company provides retail electricity services through certain of its subsidiaries, the Board also considered instances where certain of our directors either received electricity services from the Company or serve as directors of businesses that received electricity services from the Company.

The Board has determined that all of the Company's directors are independent under the Guidelines and the NYSE listing standards, with the exception of Mauricio Gutierrez, our President and Chief Executive Officer.

Each of the Audit, Compensation, and Governance and Nominating Committees is made up solely of independent directors. In accordance with the Guidelines and NYSE listing standards, all members of the Audit and Compensation Committees meet additional independence standards applicable to audit and compensation committee members, respectively.

## BOARD EVALUATION

The Board conducts its annual performance evaluation using an open-ended question and answer format in a survey generated by the Corporate Secretary on the Board's web portal. All directors are required to assess the actions taken by the Board during the past year and suggest changes or improvements for each Committee and the Board. The questions give each director an anonymous opportunity to provide candid observations and affirmative feedback to their peers and management. The Governance and Nominating Committee oversees the evaluation process.











Responses from all directors are combined to create an anonymous summary. The summary is used to promote open dialogue during the executive sessions of the February Board and Committee meetings. One-on-one director meetings are also conducted by the Chair of the Governance and Nominating Committee to discuss the results.

The Board believes this process evokes meaningful feedback. The process highlights the Board's commitment to continuous self-improvement by identifying those issues that sometimes require honest and difficult conversations and supports the Board's nomination and refreshment practices.

## DIRECTOR NOMINEE SELECTION PROCESS

The Governance and Nominating Committee is responsible for identifying individuals who the Committee believes are qualified to be Board members in accordance with criteria set forth in the Guidelines as well as the assessment, on an ongoing basis, of the members of the Board for purposes of continued service to the Board and Company. The Committee provides its recommendations to the Board for approval based on considerations of certain criteria. The Governance and Nominating Committee considers criteria that includes an individual's business experience and skills, independence, judgment, integrity, and ability to commit sufficient time and attention to the activities of the Board. The Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all Board members. The Committee also considers the Company's strategy and the particular skills, experiences and other qualifications that should be represented on the Board as a whole in light of the Company's strategic direction. In addition to the factors listed above, the Governance and Nominating Committee considers an understanding of and experience in the retail and wholesale competitive energy market, customer expertise, finance, and operations; executive leadership; age; and gender and ethnic diversity. The Committee also assesses whether a nominee's background, experience, personal characteristics, or skills will advance the Board's goal of creating and sustaining a Board that can support and oversee management's execution of the Company's strategic priorities. The Board takes into account all of these factors when evaluating the Committees recommendations.

Listed below are summaries of specific qualifications that the Governance and Nominating Committee and the Board believe should be represented on the Board among other qualifications that a Director may bring.

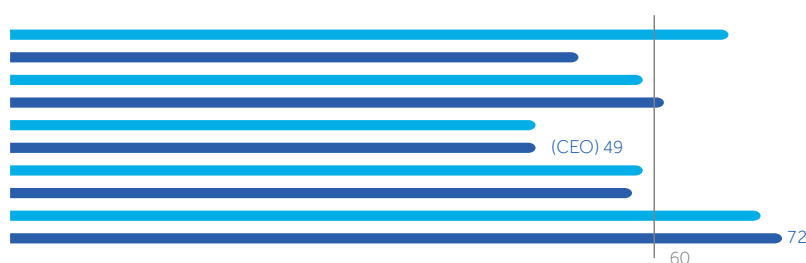
 <p><b>Executive Leadership</b> Experience as a C-level executive with a public company, or as a division president functional leader or operations executive within a complex organization</p>	 <p><b>Relevant Business Experience</b> Contributes to the Board's understanding of the Company's business strategy, operations, key performance indicators and competitive environment</p>
 <p><b>Compensation / HR</b> Contributes to the Board's ability to attract, motivate and retain executive talent; experience managing a human resources/ compensation function or experience with executive compensation and broad-based incentive planning</p>	 <p><b>M&amp;A</b> Experience with M&amp;A transactions as an executive or director</p>
 <p><b>Corporate Governance</b> Experience serving as a public company director, or with a demonstrated understanding of current corporate governance standards and best practices in public companies</p>	 <p><b>Regulatory Policy / Compliance</b> Contributes to the Board's ability to interpret regulations and understand complex legal matters and public policy issues</p>
 <p><b>Environmental / Sustainability</b> Contributes to the Board's oversight of environmental and sustainability issues and their interplay with the Company's business and strategy</p>	 <p><b>Risk Management</b> Contributes to the identification, assessment and prioritization of risks facing the Company</p>
 <p><b>Finance / Accounting</b> Knowledge of finance or financial reporting, and experience with debt and capital markets transactions</p>	 <p><b>Tech. / Cyber Security / Customer Interface</b> Contributes to the Board's understanding of information technology and cyber risks and provides oversight as the Company focuses on meeting customer expectations and transforming the digital customer experience</p>

The Governance and Nominating Committee's process for identifying and evaluating director nominees includes consultation with all directors, solicitation of proposed nominees from all directors, the engagement of one or more professional search firms, if deemed appropriate, interviews with prospective nominees by the Committee (and other directors, if deemed appropriate) and recommendations regarding qualified candidates to the full Board.

As noted above, the Board is continually evaluating the need for board refreshment and has been focused on identifying individuals whose skills and experiences will enable them to make meaningful contributions to the Company in light of the Company's evolving strategy and direction. The Board also aims to strike a balance between the knowledge and understanding of the business that comes from longer-term service on the Board with the ideas and perspectives that can come from adding new members.

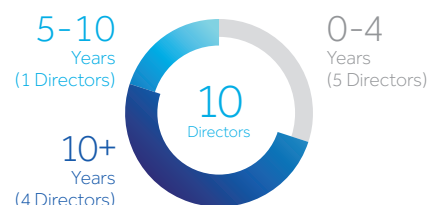
Our director nominees have a balance of tenure, age and diversity, which provides our Board with a complementary mix of experience and perspective. In addition, nine of our ten director nominees are independent.

## Age



Median Age 60 • 70% Younger Than 65 Years Old

## Tenure



Median Tenure 6 Years

## Independence



90% Independent (All Except CEO)

90% Meet Heightened Committee Independence Standards

## Gender Diversity



3 Women











## Ethnic Diversity



3 Ethnically Diverse

## BOARD SKILLS AND EXPERIENCE

Our directors represent a diverse mix of skills, experiences and viewpoints that are relevant to our Company and facilitate effective oversight. To illustrate the complementary nature each director's skills and experience, the table below only identifies five primary skills and experiences that each director brings to the Board. It does not include all of the skills, experiences, qualifications, and diversity that each director offers, and the fact that a particular experience, skill, or qualification is not listed does not mean that a director does not possess that skills. We believe identifying five primary skills and experiences is a more meaningful presentation of the complementary contributions and value that each director brings to their service on the Board and to the Company's stockholders. See "[Proposal No. 1 Election of Directors](#)" for the biographies of our director nominees and a description of the skills and viewpoints that each director brings to bear in his or her service to NRG's Board and Committees.

CATEGORY	ABRAHAM	CARRILLO	CARTER	COBEN	COX	GUTIERREZ	HOBBY	PRUNER	SCHAUMBURG	WEIDEMEYER
 <b>Executive Leadership</b>	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
 <b>Compensation / HR</b>	✓	✓						✓		✓
 <b>Corporate Governance</b>	✓	✓	✓	✓			✓			✓
 <b>Environmental / Sustainability</b>	✓			✓		✓	✓			✓
 <b>Finance / Accounting</b>		✓			✓			✓	✓	
 <b>Relevant Business Experience</b>				✓		✓			✓	
 <b>M&amp;A</b>		✓	✓	✓	✓		✓	✓	✓	
 <b>Regulatory Policy / Compliance</b>	✓					✓		✓		✓
 <b>Risk Management</b>			✓		✓	✓			✓	
 <b>Tech. / Cyber Security / Customer Interface</b>			✓		✓		✓			

## BOARD DIVERSITY

The Board is committed to maintaining a diverse and inclusive Board. Of our ten director nominees, six (60%) are diverse, including three women. Our Corporate Governance Guidelines specify that the Governance and Nominating Committee must seek to maintain occupational and personal diversity of the Board. In its recruitment process, the Governance and Nominating Committee and the Board seek to reflect gender and racial/ethnic diversity in the pool of director candidates. Diversity also goes beyond race and gender, and includes diversity of viewpoints and tenure. The differences in experience and expertise allow the Board to hear various perspectives from its members, leading to better outcomes and a robust decision making process.

## BOARD COMMITTEES

The Board has the following five standing Committees: Audit, Compensation, Governance and Nominating, Finance and Risk Management, and Nuclear Oversight.

The membership and the functions of each Committee are described below. Each of the Committees has adopted a charter that describes each such Committee's roles and responsibilities. The charters of all of the Committees are available on the Governance section of the Company's investor relations website at <http://investors.nrg.com>.

### AUDIT COMMITTEE

- **Members:** Anne C. Schaumburg (Chair), Antonio Carrillo, and Matthew Carter, Jr.
- **Number of meetings in 2019:** 4
- **Audit Committee Financial Experts:** Anne C. Schaumburg and Antonio Carrillo
- **Primary Responsibilities:** Appoints, retains, oversees, evaluates, and compensates the independent auditors; reviews the annual audited and quarterly consolidated financial statements; and reviews major issues regarding accounting principles and financial statement presentations
- **Independence:** All members

The Audit Committee represents and provides assistance to the Board with respect to matters involving the accounting, auditing, financial reporting, internal controls, and legal compliance functions of the Company and its subsidiaries, including assisting the Board in its oversight of the integrity of the Company's financial statements, the qualifications, independence, and performance of the Company's independent auditors, the performance of the Company's internal audit function, the Company's compliance with legal and regulatory requirements, and effectiveness of the Company's legal and regulatory compliance functions. Among other things, the Audit Committee:

- appoints, retains, oversees, evaluates, and compensates the independent auditors;
- reviews the annual audited and quarterly consolidated financial statements;
- reviews major issues regarding accounting principles and financial statement presentations;
- reviews earnings press releases and earnings guidance provided to analysts and rating agencies;
- reviews with the independent auditors the scope of the annual audit, and approves all audit and permitted non-audit services provided by the independent auditors;
- considers the adequacy and effectiveness of the Company's internal control and reporting system;
- with the advice and assistance of the Finance and Risk Management Committee, reviews in a general manner the processes by which the Company assesses and manages risk, provided, however, the Audit Committee is not required to duplicate the work of the Finance and Risk Management Committee;
- reviews periodically the Company's tax policies and any pending audits or assessments;
- reports regularly to the Board regarding its activities and prepares and publishes required annual Audit Committee reports;
- establishes procedures for the receipt, retention, and treatment of complaints and concerns regarding accounting, internal accounting controls, or auditing matters;
- oversees the internal audit and corporate compliance functions; and
- annually evaluates the performance of the Audit Committee and the adequacy of its charter.

## COMPENSATION COMMITTEE

- **Members:** E. Spencer Abraham (Chair), Antonio Carrillo, Heather Cox, and Anne C. Schaumburg
- **Number of meetings in 2019:** 4
- **Primary Responsibilities:** Oversees the Company's overall compensation structure, policies, and programs
- **Independence:** All members

The Compensation Committee oversees the Company's overall compensation structure, policies, and programs. Among other things, the Compensation Committee:

- reviews and recommends to the Board annual and long-term goals and objectives relevant to the compensation of the President and CEO, evaluates the performance of the President and CEO in light of those goals and objectives, and either as a committee with the Chairman of the Board or together with the other independent directors, determines and approves the President and CEO's compensation;
- reports to the Board its review of annual and long-term goals and objectives relevant to the compensation of the Chief Financial Officer (CFO), the Executive Vice Presidents and any other officer designated by the Board, the evaluation of those officers' performance in light of those goals and objectives, the determination and approval of compensation levels based on such evaluations and the review and approval of employment arrangements, severance arrangements and benefits plans;
- reviews and recommends to the Board the compensation, incentive compensation and equity-based plans that are subject to Board approval;
- reviews and approves stock incentive awards for executive officers other than the President and CEO;
- makes recommendations regarding, and monitors compliance by officers and directors with, the Company's stock ownership guidelines;
- reviews and recommends to the Board the compensation of directors for service on the Board and its committees;
- oversees the evaluation of management and annually reviews the Company's senior management succession plans;
- reviews and approves employment agreements and severance arrangements, benefit plans not otherwise subject to Board approval, and corporate goals and objectives for officers other than the President and CEO;
- reviews and discusses with management the Compensation Discussion and Analysis (CD&A) to be included in the Company's proxy statement or annual report on Form 10-K, and based on such review and discussions, recommends to the Board that the CD&A be included in the Company's proxy statement or annual report on Form 10-K, as applicable;
- evaluates any conflicts of interest and the independence of any outside advisors engaged by the Compensation Committee;
- reviews and oversees the Company's overall compensation strategy, structure, policies, programs, risk profile and any stockholder advisory votes on the Company's compensation practices and assesses whether the compensation structure establishes appropriate incentives for management and employees;
- annually evaluates the performance of the Compensation Committee and the adequacy of its charter; and
- performs such other responsibilities as may be delegated to it by the Board from time to time that are consistent with its purpose.

The Compensation Committee may delegate to one or more subcommittees such power and authority as the Compensation Committee deems appropriate. No subcommittee shall consist of fewer than two members, and the Compensation Committee may not delegate to a subcommittee any power or authority that is required by any law, regulation or listing standard to be exercised by the Compensation Committee as a whole.

The Compensation Committee has the authority to retain at the expense of the Company such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including sole authority to retain and terminate any compensation consultant used to assist the Compensation Committee in the evaluation of directors, or, if applicable, CEO or senior executive compensation, and to approve the consultant's fees and other retention terms.

Pay Governance, the Compensation Committee's independent compensation consultant for fiscal year 2019, assisted with executive pay decisions and worked with the Compensation Committee to formulate the design of the executive compensation program for 2019. For 2019, Pay Governance billed the Company approximately \$92,230 for compensation consultation services.

## GOVERNANCE AND NOMINATING COMMITTEE

- **Members:** Thomas H. Weidemeyer (Chair), Matthew Carter, Jr., Heather Cox, and Alexandra Pruner
- **Number of meetings in 2019:** 4
- **Primary Responsibilities:** Recommends director candidates and provides guidance on governance related matters
- **Independence:** All members

The Governance and Nominating Committee recommends director candidates to the Board for election at the Annual Meeting of Stockholders, periodically reviews the Guidelines and recommends changes to the Board, and provides guidance to the Board with respect to governance related matters. Among other things, the Governance and Nominating Committee:

- identifies and reviews the qualifications of potential nominees to the Board consistent with criteria approved by the Board, and assesses the contributions and independence of incumbent directors in determining whether to recommend them for re-election;
- establishes and reviews procedures for the consideration of Board candidates recommended by the Company's stockholders;
- makes recommendations to the Board concerning the structure, composition, and functioning of the Board and its committees;
- reviews and assesses the channels through which the Board receives information, and the quality and timeliness of information received;
- reviews and recommends to the Board retirement and other tenure policies for directors;
- reviews and approves Company policies applicable to the Board, the directors and officers subject to Section 16 of the Securities Exchange Act of 1934, as amended (Exchange Act);
- reviews and reports to the Board regarding potential conflicts of interests of directors;
- recommends to the Board director candidates for the annual meeting of stockholders, and candidates to be elected by the Board as necessary to fill vacancies and newly created directorships;

- oversees the Company's strategies and efforts to manage its environmental, economic and social impacts, including, but not limited to, the Company's environmental, climate change and sustainability policies and programs;
- oversees the evaluation of the Board, each of its committees and management;
- monitors directorships in other public companies held by directors and senior officers of the Company;
- annually evaluates the performance of the Governance and Nominating Committee and the appropriateness of its charter;
- reviews the Company's political contribution policy and the Company's memberships in trade associations or other business associations that engage in lobbying activities or make independent expenditures relating to political campaigns or initiatives;
- reviews the Company's charitable giving policy;
- oversees the orientation process for new directors and programs for the continuing education of existing directors; and
- performs such other responsibilities as may be delegated to it by the Board from time to time that are consistent with its purpose.

## FINANCE AND RISK MANAGEMENT COMMITTEE

- **Members:** Paul W. Hobby (Chair), Terry Dallas, Alexandra Pruner, and Thomas H. Weidemeyer
- **Number of meetings in 2019:** 5
- **Primary Responsibilities:** Oversight of trading, power marketing and risk management issues
- **Independence:** All members

The Finance and Risk Management Committee assists the Board in fulfilling its responsibilities with respect to the oversight of trading, power marketing and risk management issues at the Company, and reviews and approves certain financial transactions. Among other things, the Finance and Risk Management Committee:

- reviews, reports and makes recommendations to the Board on management recommendations or proposals regarding the Company's and its subsidiaries' (a) capital structure, (b) liquidity, (c) need for credit or debt or equity financing, (d) amounts, timing and sources of capital market transactions, and (e) financial hedging and derivative activities;
- reviews and approves, or authorizes officers to approve, the pricing and other terms and conditions of transactions relating to debt or equity financings, financial hedging and derivatives activities, and other similar financial activities, in each case which have been reviewed and approved by the Board;
- reviews and approves, or authorizes officers to approve, repurchases, early redemption or other similar actions with respect to the Company's securities;
- reviews and approves, or authorizes officers to approve, the pricing and other terms and conditions of financing transactions related to mergers, acquisitions, tender offers, and reorganizations which have been reviewed and approved by the Board;
- reviews and approves, or authorizes officers to approve, the pricing and other terms and conditions of securities offerings which have been reviewed and approved by the Board;

- approves determinations of the fair market value of assets and investments of the Company for purposes of the Company's note indentures, senior secured credit agreement or other similar financing documents where fair market value is required to be determined by the Board or by a Committee of the Board;
- reviews with management, on a periodic basis, contributions to employee benefit retirement plans of the Company, investment performance, funding, asset allocation policies and other similar performance measures of the employee benefit retirement plans of the Company;
- oversees the Company's policies and procedures established by management to assess, monitor, manage and control the Company's material risk exposures, including operational, business, financial and commodity market (including marketing and trading of fuel, transportation, energy and related products and services, and hedging of generation portfolio obligations), strategic, credit, liquidity and reputational risks;
- oversees matters related to the security of and risks related to information technology systems and procedures, including the Company's cyber-security program and cyber-related risks;
- advises and assists the Audit Committee in its review of the processes by which management and the Committee assess the Company's exposure to risk;
- approves as appropriate, the Company's power marketing and trading transactions, limits, policies, practices and procedures, and counter-party credit limit and policies, and approves exceptions to policies, as necessary;
- annually evaluates the performance of the Finance and Risk Management Committee and the appropriateness of its charter;
- reviews and approves transactions exceeding the CEO's individual authority limits under the Company's risk management policies; and
- performs such other responsibilities as may be delegated to it by the Board from time to time that are consistent with its purpose.

## NUCLEAR OVERSIGHT COMMITTEE

- **Committee Members:** Lawrence S. Coben (Chair) and all other Board members
- **Number of Committee meetings in 2019:** 1
- **Primary Responsibilities:** Oversight of the Company's ownership and operation in nuclear power plant facilities
- **Committee Independence:** Nine out of ten members are independent

The Nuclear Oversight Committee consists of all of the members of the Board, all of whom are citizens of the United States and meet the requirements of applicable law to serve on the Committee, a majority of which are independent as defined under the listing standards of the NYSE and as affirmatively determined by the Board.

## SUSTAINABILITY AT NRG

At NRG, sustainability is a philosophy that underpins and facilitates value creation across our business and for all of our stakeholders. It is an integral piece of our corporate strategy and ties directly to business success, reduced risks and reputational value. To help embed corporate responsibility into the culture and fabric of the organization and create a sustainable energy future, we prioritize our work into five key pillars: (i) business, (ii) customers, (iii) workplace, (iv) operations, and (v) suppliers.



### **Sustainable Business**

The Sustainable Business pillar guides our company in the foundational aspects of strong sustainability leadership around areas including governance, transparency, reporting and stakeholder engagement.



### **Sustainable Customers**

A key aspect of our sustainability strategy is providing solutions for our customers and helping to lead the transition to a more sustainable future. Our goals are to provide more clean energy choices and help reduce the overall environmental impacts associated with the energy use of our customers.



### **Sustainable Workplace**

The key to NRG's success in working towards and achieving our sustainability goals across the value chain is having a strong, healthy and engaged workforce. Our commitment to a sustainable workforce at NRG includes a focus on worker safety, health and wellness, equity, diversity and inclusion, and employee engagement, as well as environmentally-conscious workplaces.



### **Sustainable Operations**

NRG is committed to reducing impacts across all of the Company's operations and generation assets. Our commitment to sustainable operations includes achieving our science-based greenhouse gas target, increasing recycling rates of coal combustion residuals and improving environmental performance across all facilities.



### **Sustainable Suppliers**

It is important for companies to address sustainability in their entire value chain. NRG has established ambitious goals and started to put systems in place to measure and ultimately reduce environmental impacts in our supply chain. NRG is one of the first companies in the power sector to include supply chain in its sustainability commitments.

Each pillar comprises business activities that create value for NRG and its stakeholders and, collectively, are buttressed by a robust governance structure. We are committed to positively affecting our communities and reducing the environmental footprint of our fleet while ensuring long-term competitiveness and success for the Company. These efforts include providing sustainable energy solutions to businesses and residential customers, retrofitting existing plants with environmental controls, executing coal-to-gas conversions, evaluating carbon capture technologies and leading the industry on reporting and carbon reduction.

Most importantly, we maintain an unwavering commitment to safety and reliability.

## SUSTAINABLE BUSINESS

Since 2016, we have published an annual sustainability report, reporting using the Sustainability Accounting Standards Board (SASB) standards. Moreover, we were one of the first companies to publicly commit to supporting the Task Force on Climate-related Financial Disclosures (TCFD). We also report to CDP.

In 2018, the Governance and Nominating Committee assumed the responsibility of overseeing our sustainability initiatives, which include the strategies and efforts to manage the Company's environmental, economic and social impacts, including climate change and sustainability policies and programs.

In 2019, NRG President and CEO, Mauricio Gutierrez, signed onto the Business Roundtable's revised Statement on the Purpose of a Corporation, an effort to expand a corporation's mandate beyond shareholder value to include value creation for all stakeholders, including employees, communities, the environment, our supply chain and customers. At NRG, we believe our comprehensive, 5-pillar approach to sustainability incorporates the spirit of this Statement of Purpose.

We engage with our stakeholders on environmental, social and governance (ESG) issues in a proactive, holistic and integrated manner. We strive to provide recent, credible and comparable data to ESG agencies while engaging institutional investors and investor advocacy organizations around ESG issues.

Our commitment to promoting transparency and reporting on our environmental, social and governance efforts is discussed in more detail in our annual sustainability report. To view the report and learn more about our corporate sustainability efforts, please visit [www.nrg.com/sustainability](http://www.nrg.com/sustainability).

## SUSTAINABLE CUSTOMERS

Using our position as an integrated energy company, our expertise brings customers closer to achieving their sustainability goals through a range of retail renewable plans, tailored demand response programs, active energy management tools and energy efficiency consulting and products.

For example, our Renewable Select energy plan has delivered renewable energy to its customers through a simple contract with no on-site infrastructure. In 2019, NRG procured 1.6GW of solar PPAs, which support, among other things, the Renewable Select energy plan. Residential customers benefitted from solar- and wind- based retail plans and through the 100% renewable portfolio of our Green Mountain Energy brand.

In addition, in order to support customers in their energy management and grid stability in times of high demand, we provide energy load reduction through business demand response programs and the Degrees of Difference program, which empowers our customers to manage their usage through the Google/Nest partnership with the Reliant brand and a paperless online account management tool.

During 2019, we also helped our customers bring sustainability into their homes through Reliant Smart Home products and LED light bulbs and into their businesses through energy efficiency expertise from our Certified Energy Managers.

## SUSTAINABLE WORKPLACE

### OUR EMPLOYEES

Employees power the work of NRG. We provide comprehensive compensation and benefits to our people as well as tools and resources to help them be successful and grow in their careers. This includes the many employees represented by labor unions. We negotiate with them in good faith and are proud of the cooperative relationships we have built together over the years.

### SAFETY & WELL-BEING

The safety and well-being of our employees is of paramount importance to us. With a strong focus on employee involvement, we continue to perform

well in safety. We finished the year with an injury rate better than the top decile in the industry and our best year ever. NRG has invested for several years in the well-being of its employees and their families and we will continue to do so. We provide programs that holistically support their physical, emotional and financial wellness, allowing employees the opportunity to take control of their well-being and focus on what matters most to them for a healthy, secure future. Our programs include an annual company-wide walking challenge, points-based rewards for healthy behaviors, and in-person and web-based educational sessions.

### INCLUSION & DIVERSITY

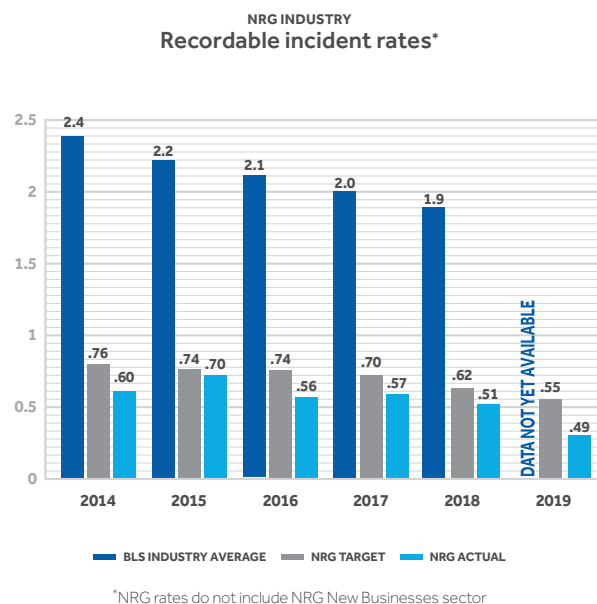
At NRG, we seek to create an environment where our people are treated fairly and with respect and where each voice matters. In 2019, we committed that, beginning in 2020, and at least once every three years thereafter, we will conduct a gender and race pay equity study to ensure our employees are compensated for their contributions, not based on gender, race or other similar factors. We will also conduct unconscious bias training for all employees.

### TALENT DEVELOPMENT

We deploy various talent development strategies and programs with the goal of ensuring a pipeline of leadership who can execute on the Company's strategy and drive value for all stakeholders. The Board regularly engages with management on leadership development and succession planning, including providing feedback on development plans and bench strength for key senior leader positions. The Board also has a structured program that allows directors to interact directly with individuals deeper in the organization whom management, through a robust talent assessment program as well as mentoring relationships, has identified as high potential future leaders. We also have a performance management tool that emphasizes a continuous feedback loop, and we have a robust online training curriculum with topics including leadership, communication and productivity.

### EMPLOYEE ENGAGEMENT

Continuously engaging in two-way dialogue with our employees is important to us. In 2019, we asked our employees about well-being, employee volunteer programs, and total rewards preferences. Following each survey, we quickly summarized the results and shared them with employees. The comments from our employees help provide direction on what we do well, what we should change, and what we could start doing. For example, in 2019, we heard that our employees want more education around both financial and emotional well-being, so we launched a campaign at the end of 2019 that will continue through 2020 to provide an increased number of educational seminars and tools to help our employees. These seminars and tools will include understanding stress, relaxation techniques, managing debt, and financial planning.



## TOTAL REWARDS

NRG seeks to provide the median target of compensation and benefits, benchmarked against direct peers, industry, and, where appropriate, general peers. To ensure incentives are properly aligned with business needs and can attract and retain qualified employees, the Compensation Committee actively reviews our total rewards programs, including benchmarking programs against peer groups, assessing the risks of programs and evaluating the design of the annual and long-term incentive programs. We offer full-time employees incentives designed to motivate and reward success. We continue to evaluate our offerings taking into consideration the needs of our employees to ensure they are competitive and best serve our employees. Every two years, we engage an independent third party to benchmark our compensation and benefits programs against our peers and report the results to the Board's Compensation Committee.

## COMMUNITY AND PHILANTHROPY

PositiveNRG, NRG Energy's philanthropic giving program, creates a workplace that empowers employees by supporting communities, causes and organizations that they elect to champion. There are multiple touch-points the platform offers that allows for engagement with non-profit organizations and internal employee team building such as:

- Matching donation program
- Dollars for doers' volunteer program
- Annual company-wide volunteer week
- Employee assistance program (hardship and disaster)
- Disaster triple match program
- teamNRG (six or more employees volunteer/participate on a team supporting non-profits)
- Budget for employee's that serve on non-profit boards
- Non-profit board training
- Direct grants and community partnerships
- Support health and wellness initiatives through charitable partnerships (e.g. MS 150, Princeton half marathon, American Heart Association)

### 2019 positiveNRG Breakdown

#### EMPLOYEE ENGAGEMENT


  
**11,273**  
HOURS

  
**42**  
STATES  
where employees  
volunteered

  
**15**  
STATES  
where employees  
are from

  
**24%**  
VOLUNTEERED

  
**13%**  
DONATED

  
**29%**  
ENGAGED  
with positiveNRG

#### COMMITMENT

  
**264**  
CHARITIES SERVED  
by volunteers

  
**691**  
DONATIONS  
received by charities

## SUSTAINABLE OPERATIONS

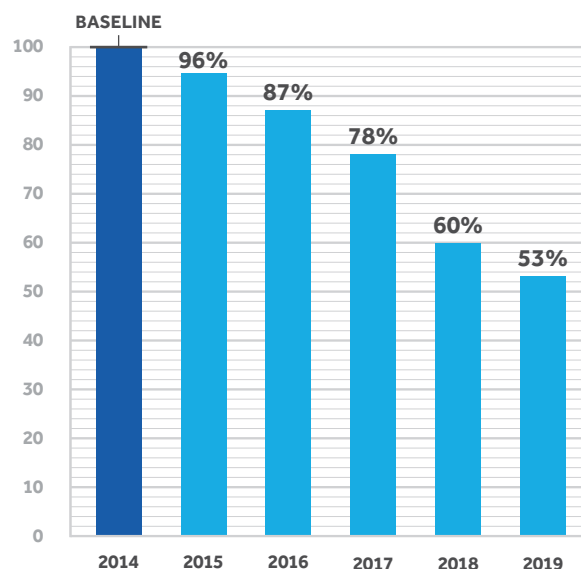
As part of our ongoing operations, NRG is required to comply with environmental rules and regulations. Since environmental responsibility is instilled at every level of the Company, we have adopted an Environment-Over-Production policy, which empowers any of our colleagues to take actions that are necessary to comply with environmental rules and requirements even if such actions result in reduced production at our facilities.

In addition, we carefully measure and track compliance with environmental requirements and our own more stringent standards using Environmental Key Performance Indicators (EKPIs) so that we can improve continually. These measures are reported internally to management and our Board, and externally in our annual sustainability report. We have an exemplary record in continual improvement.

Our environmental performance metric counts environmental incidents such as reportable spills, permit deviations and receipt of Notices of Violation. Fewer incidents means a lower score. The chart shows the company's EKPI score per year as a percentage of the baseline year of 2014.

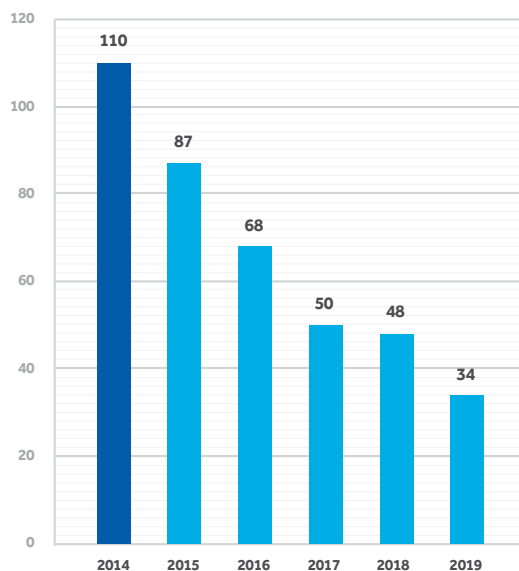
We integrate environmental considerations into strategic and operational decisions. We have demonstrated our commitment by reducing our impact on the environment in several areas. Our annual SO<sub>x</sub> and NO<sub>x</sub> air emissions have declined significantly over the last five years. In addition, we published industry-leading GHG-reduction goals in 2014 and became the first power company to adopt a Science-Based Target. In 2019, NRG announced the acceleration of these GHG emissions reduction goals to align with new Intergovernmental Panel on Climate Change (IPCC) guidance, which calls for limiting global warming to a 1.5° Celsius increase. Under our GHG emissions reduction timeline, we are targeting a 50% reduction by 2025 and net-zero emissions by 2050 from a 2014 baseline.

(THE LOWER THE PERCENTAGE, THE BETTER)  
Environmental Performance Metric

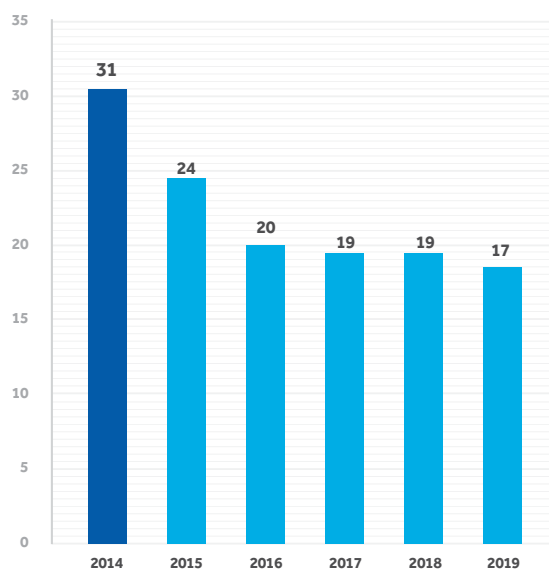


\*Baselines have been recalculated to reflect the composition of the NRG generation fleet. In some cases, that has resulted in differences from percentages previously reported.

(EMISSIONS MILLION KILOGRAMS)  
NRG Annual U.S. SO<sub>x</sub> emissions



(EMISSIONS MILLION KILOGRAMS)  
NRG Annual U.S. NO<sub>x</sub> emissions



## SUSTAINABLE SUPPLIERS

An analysis of carbon and water in our supply chain revealed that most of our environmental impacts occur with the fuel suppliers. This insight enables us to address the most significant areas of impact and the vendors that comprise the largest portion of our supply chain footprint. As a result, since 2017, NRG was a founding member of the Natural Gas Supply Collaborative (NGSC), a voluntary group of natural gas purchasers promoting transparency through voluntary reporting. Additionally, we are a member of CDP's Supplier Engagement Program, which asks suppliers to voluntarily disclose environmental information for investment decisions. NRG was named a CDP Supplier Engagement Leader in 2017 and 2018. In January 2019, we earned an A-; Leadership level, on the CDP Climate Change and Water questionnaires as well as Supply Chain Engagement.

NRG has a robust Supplier Code of Conduct as well as a Manufacturing Standards Policy. We require all contract manufacturers (including subcontractors) to adhere to our Social Responsibility Standards for Manufactures Policy, which requires compliance with applicable laws and regulations, industry best practices and the International Labour Organization Declaration on Fundamental Principles and Rights at Work. Third-party audits are conducted each year and NRG reports the results of such third-party manufacturing audits to the Board's Audit Committee.

## STOCKHOLDER ENGAGEMENT

Stockholder feedback is important to our Board's decision-making process and has driven recent changes to our governance and compensation practices. In light of our Transformation Plan, in early 2018, we initiated a broad stockholder outreach program to discuss NRG's long-term strategy and sustainability goals, as well as to review and seek feedback on our sustainability, governance, and compensation practices. We reached out to and had discussions with stockholders representing approximately 37% of our shares outstanding. During 2019, one or more members of management were involved in more than 50 in-person and telephonic meetings with investors representing more than 30% of shares outstanding. We regularly engage with stockholders concerning our Board, governance, ESG and executive compensation practices with the specific goal of seeking stockholder feedback. We greatly value the views of our stockholders and look forward to continuing the dialogue.

## COMMUNICATION WITH DIRECTORS

Stockholders and other interested parties may communicate with the Board by writing to the Corporate Secretary, NRG Energy, Inc., 804 Carnegie Center, Princeton, New Jersey 08540. Communications intended for a specific director or directors should be addressed to their attention to the Corporate Secretary at the address provided above. Communications received from stockholders are forwarded directly to Board members as part of the materials mailed in advance of the next scheduled Board meeting following receipt of the communications. The Board has authorized the Corporate Secretary, in his or her discretion, to forward communications on a more expedited basis if circumstances warrant or to exclude a communication if it is illegal, unduly hostile or threatening, or similarly inappropriate. Advertisements, solicitations for periodical or other subscriptions, and other similar communications generally will not be forwarded to the directors.

# Proposals To Be Voted On

## PROPOSAL NO. 1

### Election of Directors

The Board is comprised of 11 members, all of whom will stand for election at the Annual Meeting, except for Terry G. Dallas who has notified the Board of his determination not to stand for re-election. Each director will hold office until his or her successor has been elected and qualified or until the director's earlier death, resignation or removal. Each of the nominees for director named in this Proxy Statement have been recommended and nominated by the Governance and Nominating Committee.

The persons named as proxies on the proxy card intend to vote the proxies for the election of the nominees to the Board listed below. Each nominee listed below has consented to being named in this Proxy Statement and to serve as a director if elected. The biography for each director includes the specific experience, qualifications, attributes and skills that led the Board to conclude that the nominee should serve as a director. The Board believes that each of the director nominees has valuable individual skills and experiences that, taken together, provide the Company with the variety and depth of knowledge, judgment and vision necessary to provide effective oversight of the Company.



#### E. Spencer Abraham

**Age:** 67

**Board Committees:**  
Compensation (Chair)  
Nuclear Oversight

Secretary Abraham has been a director of NRG since December 2012. Previously, he served as a director of GenOn Energy, Inc. from January 2012 to December 2012. He is Chairman and Chief Executive Officer of The Abraham Group LLC, an international strategic consulting firm based in Washington, D.C. which he founded in 2005. Prior to that, Secretary Abraham served as Secretary of Energy under President George W. Bush from 2001 through January 2005 and was a U.S. Senator for the State of Michigan from 1995 to 2001. Secretary Abraham serves on the boards of the following public companies: Occidental Petroleum Corporation, PBF Energy, Two Harbors Investment

Corp. and Uranium Energy Corp. Secretary Abraham previously served as the non-executive chairman of AREVA, Inc., the U.S. subsidiary of the French-owned nuclear company, and as a director of Deepwater Wind LLC, International Battery, Green Rock Energy, ICx Technologies, PetroTiger, Sindicatum Sustainable Resources and C3 IoT. He also previously served on the advisory board or committees of Midas Medici (Utilipoint), Millennium Private Equity, Sunovia and Wetherly Capital. Secretary Abraham joined Blank Rome Government Relations LLC as a Principal on or about May 9, 2016.

Secretary Abraham's nearly two decades at the highest levels of domestic and international policy and politics give him the experience necessary to provide a significant contribution to the Board. As a former U.S. Senator and former U.S. Secretary of Energy who directed key aspects of the country's energy strategy, Secretary Abraham provides the Board unique insight into public policy and regulatory-related issues.



### Antonio Carrillo

**Age:** 53

**Board Committees:**

Audit  
Compensation  
Nuclear Oversight

Mr. Carrillo has been a director of NRG since October 2019. Mr. Antonio Carrillo has served as Arcosa Inc.'s President and Chief Executive Officer since November 2018 and serves as a member of its Board of Directors. From April 2018 to November 2018, Mr. Carrillo served as Senior Vice President and Group President of Construction, Energy, Marine and Components of Trinity Industries, Inc. (Trinity). From 2012 to February 2018, Mr. Carrillo served as the Chief Executive Officer of Orbia Advance Corporation (formerly known as Mexichem S.A.B. de C.V.) (Orbia), a publicly-traded global specialty chemical company. Prior to joining Orbia, Mr. Carrillo spent 16 years at Trinity where he

served as Senior Vice President and Group President of Trinity's Energy Equipment Group and was responsible for Trinity's Mexico operations. Mr. Carrillo previously served as a director of Trinity from 2014 until November 2018 and a director of Dr Pepper Snapple Group, Inc. from 2015 to 2018.

Mr. Carrillo's executive management experience with industrial and infrastructure companies, balanced with service on a public company, customer-facing board brings not only complex management experience, but important and diverse customer perspectives.



### Matthew Carter, Jr.

**Age:** 59

**Board Committees:**

Audit  
Governance and Nominating  
Nuclear Oversight

Mr. Carter has been a director of NRG since March 2018. Mr. Carter was appointed as the Chief Executive Officer of Aryaka Networks, Inc. in September, 2018. Prior to this, Mr. Carter served as President and Chief Executive Officer and a director of Inteliquent, Inc., a publicly traded provider of voice telecommunications services, from June 2015 until February 2017 when Inteliquent, Inc. was acquired. He served as President of the Sprint Enterprise Solutions business unit of Sprint Corporation, a publicly traded telecommunications company, from September 2013 until January 2015 and, previous to that position, served as President, Sprint Global Wholesale & Emerging Solutions at Sprint Nextel Corporation.

Mr. Carter also serves as a director of Jones Lang Lasalle Incorporated, a publicly traded investment management and professional services company, and is currently a member of the Audit Committee. He previously served as a director of USG Corporation from 2012 to 2018, Apollo Education Group, Inc. from 2012 to 2017 and Inteliquent, Inc. from June 2015 to February 2017 and has significant marketing, technology and international experience, including previous management oversight for all of Inteliquent, Inc.'s operations.

Mr. Carter's experience as a chief executive officer brings valuable management expertise and significant operational, marketing and technology experience to the Board.



### Lawrence S. Coben

**Age:** 61

**Board Committees:**

Chairman of the Board  
Nuclear Oversight (Chair)

Dr. Coben has served as Chairman of the Board since February 2017, and has been a director of NRG since December 2003. Dr. Coben is also Executive Director of the Sustainable Preservation Initiative and a Consulting Scholar at the University of Pennsylvania Museum of Archaeology and Anthropology. Previously, he was Chairman and Chief Executive Officer of Tremisis Energy Corporation LLC from 2003-2017. Dr. Coben was Chairman and Chief Executive Officer of both Tremisis Energy Acquisition Corporation II, a publicly held company, from July 2007 through March 2009 and of Tremisis Energy Acquisition Corporation from May 2004 to May 2006.

From January 2001 to January 2004, he was a Senior Principal of Sunrise Capital Partners L.P., a private equity firm. From 1997 to January 2001, Dr. Coben was an independent consultant. From 1994 to 1996, Dr. Coben was Chief Executive Officer of Bolivian Power Company. Dr. Coben serves on the board of Freshpet, Inc. and served on the advisory board of Morgan Stanley Infrastructure II, L.P. from September 2014 through December 2016.

Dr. Coben's experience as a chief executive officer and investor in the energy industry brings a valuable cross section of skills to the Board. Dr. Coben brings to the Board significant managerial, strategic, and financial expertise, particularly as it relates to Company financings, transactions and development initiatives.



### Heather Cox

**Age:** 49

**Board Committees:**

Compensation  
Governance and Nominating  
Nuclear Oversight

Ms. Cox has been a director of NRG since March 2018. Ms. Cox became Chief Digital Health and Analytics Officer at Humana Inc. in August 2018. Previously, Ms. Cox was Executive Vice President, Chief Technology & Digital Officer of United Services Automobile Association, Inc. from October 2016 to March 2018. Ms. Cox served as Chief Executive Officer, Financial Technology Division and Head of Citi FinTech of Citigroup, Inc. from November 2015 to September 2016, and as Chief Client Experience, Digital and Marketing Officer, Global Consumer Bank of Citigroup, Inc. from April 2014 to November 2015.

Prior to that, Ms. Cox served at Capital One Financial Corporation for six years, most recently as Executive Vice President, US Card Operations, Capital One from August 2011 to August 2014. Ms. Cox also served in various managerial and executive roles at E\*Trade Bank for ten years.

Ms. Cox is able to provide the Board with significant insight based on her digital transformation, innovation, technology, operations and customer service experience.



### Mauricio Gutierrez

**Age:** 49

**Board Committees:**

Nuclear Oversight

Mr. Gutierrez has served as President and CEO of NRG since December 2015 and as a director of NRG since January 2016. Prior to December 2015, Mr. Gutierrez was the Executive Vice President and Chief Operating Officer of NRG from July 2010 to December 2015. Mr. Gutierrez also served as the Interim President and Chief Executive Officer of Clearway Energy, Inc. (Clearway) (formerly NRG Yield, Inc.) from December 2015 to May 2016 and Executive Vice President and Chief Operating Officer of Clearway from December 2012 to December 2015. Mr. Gutierrez also served on the board of Clearway through August 2018.

Mr. Gutierrez has been with NRG since August 2004 and served in multiple executive positions within NRG including Executive Vice President — Commercial Operations from January 2009 to July 2010 and Senior Vice President — Commercial Operations from March 2008 to January 2009. Prior to joining NRG in August 2004, Mr. Gutierrez held various commercial positions within Dynegy, Inc.

Mr. Gutierrez's knowledge of the Company's assets, operations and businesses bring important experience and skills to our Board. As CEO of the Company, Mr. Gutierrez also provides our Board with management's perspective regarding the Company's day-to-day operations and overall strategic plan. His extensive energy industry and leadership experience enables Mr. Gutierrez to provide essential guidance to our Board.



### Paul W. Hobby

**Age:** 59

**Board Committees:**

Finance and Risk  
Management (Chair)  
Nuclear Oversight

Mr. Hobby has been a director of NRG since March 2006. Mr. Hobby is the Managing Partner of Genesis Park, L.P., a Houston-based private equity business specializing in technology and communications investments which he founded in 1999. Mr. Hobby routinely provides management and governance services to Genesis Park portfolio companies. He previously served as the Chief Executive Officer of Alpheus Communications, Inc., a Texas wholesale telecommunications provider from 2004 to 2011, and as Former Chairman of CapRock Services Corp., the largest provider of satellite services to the global

energy business from 2002 to 2006. From November 1992 until January 2001, he served as Chairman and Chief Executive Officer of Hobby Media Services and was Chairman of Columbine JDS Systems, Inc. from 1995 until 1997. Mr. Hobby is former Chairman of the Houston Branch of the Federal Reserve Bank of Dallas and the Greater Houston Partnership and is former Chairman of the Texas Ethics Commission. He was an Assistant U.S. Attorney for the Southern District of Texas from 1989 to 1992, Chief of Staff to the Lieutenant Governor of Texas, Bob Bullock and an Associate at Fulbright & Jaworski from 1986 to 1989.

Mr. Hobby joined the Board following the Company's acquisition of Texas Genco, LLC in which he served on its board of directors, and as a result brings historical and present context to the Company's ongoing business endeavors in the Texas region. The Board also values his entrepreneurial, financial and M&A expertise in evaluating the Company's growth initiatives, as well as his involvement in the Houston and greater Texas community, which is the Company's principal market.



### Alexandra Pruner

**Age:** 58

**Board Committees:**

Finance and Risk Management  
Governance and Nominating  
Nuclear Oversight

Ms. Pruner has been a director of NRG since October 2019. Ms. Pruner has served as a Senior Advisor of Perella Weinberg Partners, a global independent advisory firm providing strategic and financial advice and asset-management services, and its energy division, Tudor, Pickering, Holt & Co., since December 2018. She previously served as Partner and Chief Financial Officer of Perella Weinberg Partners from December 2016 through November 2018. She served as Chief Financial Officer and a member of the Management Committee at Tudor, Pickering, Holt & Co. from the firm's founding in 2007 until its

combination with Perella Weinberg Partners in 2016. Ms. Pruner serves on the Board of Directors and as a member of the audit committees of Plains All American Pipeline, L.P. and its general partner PAA GP Holdings LLC, and served on the Anadarko Petroleum Corporation Board until its merger with Occidental Petroleum. She is the founder and a Board member of Women's Global Leadership Conference in Energy & Technology, is an Emeritus Director of the Amegy Bank Development Board, and is the Chair of Brown University's President's Advisory Council on the Economics Department. Ms. Pruner is on the Board of the Houston Zoo and serves on the Houston advisory Board of The Nature Conservancy, among other volunteer efforts.

Ms. Pruner brings extensive financial and industry experience and expertise to the Board which is valuable to the review of the Company's financings, transactions, and overall financial oversight. In addition, the Board also values Ms. Pruner's involvement in the Houston and greater Texas community, which is the Company's principal market.



### Anne C. Schaumburg

**Age:** 70

**Board Committees:**

Audit (Chair)  
Compensation  
Nuclear Oversight

Ms. Schaumburg has been a director of NRG since April 2005. From 1984 until her retirement in January 2002, she was a Managing Director of Credit Suisse First Boston and a senior banker in the Global Energy Group. Ms. Schaumburg has worked in the Investment Banking industry for 28 years specializing in the power sector. She ran Credit Suisse's Power Group from 1994 – 1999, prior to its consolidation with Natural Resources and Project Finance, where she was responsible for assisting clients on advisory and finance assignments. Her transaction expertise, across the spectrum of utility and unregulated power,

includes mergers and acquisitions, debt and equity capital market financings, project finance and leasing, utility disaggregation and privatizations. Ms. Schaumburg has been a director of Brookfield Infrastructure Partners since 2008 and is chair of the Audit Committee.

Ms. Schaumburg brings extensive financial and M&A experience and expertise to the Board which is valuable to the review of the Company's financings, transactions, and overall financial oversight. In addition, Ms. Schaumburg is able to provide the Board with essential insight into the financial services industry and how investors may view the company.



## Thomas H. Weidemeyer

**Age:** 72

**Board Committees:**

Governance and  
Nominating (Chair)  
Finance and Risk  
Management  
Nuclear Oversight

Mr. Weidemeyer has been a director of NRG since December 2003. Until his retirement in December 2003, Mr. Weidemeyer served as Director, Senior Vice President and Chief Operating Officer of United Parcel Service, Inc., the world's largest transportation company and President of UPS Airlines. Mr. Weidemeyer became Manager of the Americas International Operation in 1989, and in that capacity directed the development of the UPS delivery network throughout Central and South America. In 1990, Mr. Weidemeyer became Vice President and Airline Manager of UPS Airlines and, in 1994, was elected

its President and Chief Operating Officer. Mr. Weidemeyer became Senior Vice President and a member of the Management Committee of United Parcel Service, Inc. that same year, and he became Chief Operating Officer of United Parcel Service, Inc. in January 2001. Mr. Weidemeyer also serves as a director of The Goodyear Tire & Rubber Co. and Waste Management, Inc., and serves on the Audit Committees of both companies.

Mr. Weidemeyer's executive management experience with a logistics company involving extensive supply chain management brings not only financial and accounting experience, but important skills highly valued both by the Company itself and by its Board of Directors. In addition, Mr. Weidemeyer's service on other boards gives him a direct insight into best practices that is valuable to our Board.

**The Board recommends a vote "FOR" the election to the Board of each of the foregoing nominees.  
Proxies received by the Board will be voted "FOR" each of the nominees  
unless a contrary vote is specified.**

## DIRECTOR COMPENSATION

The total annual compensation received by our directors for their service as Board members and Chairs of the Committees of the Board, if applicable, is described in the chart below.

Compensation Element	Compensation Amount (\$)
Annual Cash Retainer	100,000
Annual Equity Retainer	167,000
Annual Chairperson Retainer	200,000
Audit Committee Chair Retainer	35,000
Other Committee Chair Retainer	20,000
Employee Directors	No fees

A non-employee director who is newly appointed to the Board, other than in connection with an annual meeting of stockholders, receives the Annual Equity Retainer and a pro rata portion of the Annual Cash Retainer upon appointment.

With respect to Chairperson and Committee Chair Retainers, fifty percent (50%) is received in the form of cash and fifty percent (50%) is received in the form of Deferred Stock Units (DSUs). Directors may however elect to receive the cash portion of their annual compensation as DSUs. Each DSU is equivalent in value to one share of NRG's common stock and represents the right to receive one such share of common stock payable at the time elected by the director or immediately if no such election is made, or in the event the director does not make an election with respect to payment in a particular year, in accordance with his or her prior deferral election. In the event that a director's service with the Company is terminated for any reason, other than cause, DSU awards are payable in accordance with such director's deferral election. If a director's service with the Company is terminated for cause, the award is forfeited. In connection with the grants of the DSUs, each non-employee director also receives dividend equivalent rights (DERs) which become exercisable proportionately with the DSUs to which they relate. Similar to its competitive assessment on behalf of the named executive officer compensation, Pay Governance performed a review of director compensation. Results of the review were shared with the Compensation Committee who made a recommendation to the full Board for final approval. There were no changes to the director compensation program for 2019.

## DIRECTOR COMPENSATION FISCAL YEAR ENDED DECEMBER 31, 2019

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(1)</sup>	Total (\$)
E. Spencer Abraham	110,000	181,865	291,865
Antonio Carrillo <sup>(2)</sup>	62,842	167,138	229,980
Matthew Carter, Jr.	100,000	168,386	268,386
Lawrence S. Coben	200,000	273,456	473,456
Heather Cox	100,000	167,840	267,840
Terry G. Dallas	100,000	172,940	272,940
William E. Hantke <sup>(3)</sup>	100,000	167,475	267,475
Paul W. Hobby	110,000	177,008	287,008
Alexandra Pruner <sup>(4)</sup>	62,842	167,138	229,980
Anne C. Schaumburg <sup>(5)</sup>	121,048	188,721	309,769
Thomas H. Weidemeyer	110,000	177,008	287,008

<sup>(1)</sup> Reflects the grant date fair value (GDFV) of DSUs awarded in 2019 determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 Compensation-Stock Compensation, the full amount of which is recorded as a compensation expense in the income statement

for fiscal year 2019. The GDFV was based on the closing price of the Company's common stock, as reported on the NYSE, on the date of grant, which was \$34.04 per share of common stock on June 1, 2019. Also includes the GDFV of DERs payable in connection with DSUs paid to directors during the fiscal year ended December 31, 2019. For Mr. Carrillo and Ms. Pruner, the GDFV was based on the closing price of the Company's common stock, as reported on the NYSE, on the date of grant, which was \$39.38 per share of common stock on October 15, 2019.

- (2) On October 15, 2019, Mr. Carrillo was elected to the Board. He received a pro rata portion of the Annual Retainer upon his appointment in the amount of \$62,842.
- (3) Effective December 31, 2019, Mr. Hantke retired as a director.
- (4) On October 15, 2019, Ms. Pruner was elected to the Board. She received a pro rata portion of the Annual Retainer upon her appointment in the amount of \$62,842.
- (5) Ms. Schaumburg received a cash payment totaling \$3,548 for her Audit Chair services from April 25, 2019 to May 31, 2019.

The following table sets forth the aggregate number of stock awards (DSUs, restricted stock units (RSUs) and DERs) and option awards (non-qualified stock options (NQSOs)) held by each of the non-employee directors as of December 31, 2019.

Name	Stock Awards	Option Awards
E. Spencer Abraham	43,156	—
Antonio Carrillo	4,245	—
Matthew Carter, Jr.	14,031	—
Heather Cox	4,914	—
Lawrence S. Coben	103,520	—
Terry G. Dallas <sup>(1)</sup>	52,056	—
William E. Hantke <sup>(2)</sup>	2,145	—
Paul W. Hobby	—	—
Alexandra Pruner	4,245	—
Anne C. Schaumburg	62,534	—
Thomas H. Weidemeyer	34,876	—

All DSUs held by the directors are payable upon termination of service as a Board member, other than the DSUs held by the following directors:

- (1) Mr. Dallas holds 49,787 DSUs and 2,269 associated DERs, of which 25,004 DSUs and 238 DERs are payable upon his termination of service as a Board member, 6,196 DSUs and 508 DERs are payable on January 15, 2021, 6,196 DSUs and 507 DERs are payable on January 15, 2022, 6,196 DSUs and 508 DERs are payable on January 15, 2023 and 6,195 DSUs and 508 DERs are payable on January 15, 2024.
- (2) Mr. Hantke holds 2,125 DSUs and 20 DERs which are payable on June 1, 2020.

## DIRECTOR STOCK OWNERSHIP GUIDELINES

Directors are required to retain all stock received as compensation for the duration of their service on the Board, although they may sell shares as necessary to cover tax liability associated with the conversion of DSUs to common stock. Exceptions to these requirements may be made by the Board under special circumstances. No exceptions to such requirements were made for 2019.

## PROPOSAL NO. 2

### Advisory Vote to Approve NRG's Executive Compensation

Under Section 14A of the Exchange Act, the stockholders of the Company are entitled to vote at this year's Annual Meeting to approve the compensation of the Company's named executive officers, as disclosed in this Proxy Statement pursuant to Item 402 of Regulation S-K (Regulation S-K) of the rules and regulations under the Securities Act of 1933, as amended (Securities Act). Currently, this vote is conducted every year. The next vote will occur at the 2021 Annual Meeting of Stockholders.

As described more fully in the CD&A beginning on [page 39](#), the Company's executive compensation program is designed to attract, retain and reward top executive talent. The intent of the Company's compensation program is to reward the achievement of the Company's annual goals and objectives while supporting the Company's long-term business strategy.

This proposal, commonly known as a "say on pay" proposal, gives stockholders the opportunity to express their views on the Company's named executive officers' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of the named executive officers as described in this Proxy Statement. Accordingly, the Board recommends that stockholders vote in favor of the following resolution:

"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED."

The say on pay vote is advisory and therefore not binding on the Company, the Board or the Compensation Committee. However, the Board and the Compensation Committee value the opinions of the stockholders and to the extent there is a significant number of votes against the named executive officer compensation as disclosed in this Proxy Statement, stockholders' concerns will be considered and the Board and the Compensation Committee will evaluate actions necessary to address those concerns.

**The Board recommends a vote "FOR" the approval of the Company's executive compensation as disclosed in this Proxy Statement. Proxies received by the Board will be voted "FOR" the approval of the Company's named executive officer compensation unless a contrary vote is specified.**

## PROPOSAL NO. 3

### Ratification of Independent Registered Public Accounting Firm for the 2020 Fiscal Year

The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm retained to audit the Company's consolidated financial statements. To execute this responsibility, the Audit Committee engages in a thorough annual evaluation of (i) the independent registered public accounting firm's qualifications, performance and independence, (ii) whether the independent registered public accounting firm should be rotated, and (iii) the advisability and potential impact of selecting a different independent registered public accounting firm.

The Audit Committee appointed the firm of KPMG LLP, an independent registered public accounting firm, to audit the consolidated financial statements of the Company and its subsidiaries for the 2020 fiscal year at a meeting held in February. KPMG LLP has been retained as the Company's independent registered public accounting firm continuously since May 2004. In accordance with SEC rules and KPMG LLP policies, audit partners are subject to rotation requirements to limit the number of consecutive years an individual partner may provide audit services to the Company. For lead and concurring review audit partners, the maximum number of consecutive years of service in that capacity is five years. The Audit Committee is involved in the selection of KPMG LLP's lead audit partner.

The Audit Committee and the Board believe that the continued retention of KPMG LLP to serve as the Company's independent registered public accounting firm for the 2020 fiscal year is in the best interests of the Company and its stockholders. If the stockholders do not ratify the appointment of KPMG LLP, the Audit Committee will reconsider its selection. Representatives of KPMG LLP are expected to attend the Annual Meeting where they will be available to respond to questions and, if they desire, to make a statement.

**The Board recommends a vote "FOR" the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2020 fiscal year. Proxies received by the Board will be voted "FOR" ratification unless a contrary vote is specified.**

## Executive Officers

Our executive officers are elected by the Board annually to hold office until their successors are elected and qualified. The required information by this section is incorporated by reference to the similarly named section of NRG's Form 10-K for the fiscal year ended December 31, 2019.

## Stock Ownership of Directors, Named Executive Officers, and Certain Beneficial Owners

### STOCK OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth information concerning beneficial ownership of the Company's common stock as of March 2, 2020, for: (a) each director and the nominees for director; (b) named executive officers (NEOs) who are current officers as of March 2, 2020; and (c) the directors and executive officers as a group. The percentage of beneficial ownership is based on 250,541,807 shares of common stock outstanding as of March 2, 2020. The percentage of beneficial ownership also includes any shares that such person has the right to acquire within 60 days of March 2, 2020. Unless otherwise indicated, each person has sole voting and dispositive power with respect to the shares set forth in the following table.

Except as noted below, the address of the beneficial owners is NRG Energy, Inc., 804 Carnegie Center, Princeton, New Jersey 08540.

Directors and Executive Officers	Common Stock <sup>(1)</sup>	Percent of Class (%)
Mauricio Gutierrez	796,898	* <sup>(2)</sup>
Kirkland Andrews	236,422	* <sup>(3)</sup>
Elizabeth Killinger	113,086	* <sup>(4)</sup>
Christopher Moser	95,181	* <sup>(5)</sup>
Brian Curci	16,693	* <sup>(6)</sup>
Lawrence S. Coben	106,374	* <sup>(7)</sup>
E. Spencer Abraham	50,189	* <sup>(8)</sup>
Antonio Carrillo	4,278	* <sup>(9)</sup>
Matthew Carter, Jr.	14,142	* <sup>(10)</sup>
Heather Cox	14,054	* <sup>(11)</sup>
Terry G. Dallas	27,678	* <sup>(12)</sup>
Paul W. Hobby	71,495	*
Alexandra Pruner	4,299	* <sup>(13)</sup>
Anne C. Schaumburg	73,150	* <sup>(14)</sup>
Thomas H. Weidemeyer	73,998	* <sup>(15)</sup>
All Directors and Executive Officers as a group (17 people)	1,760,403	* <sup>(16)</sup>

\*Less than one percent of outstanding common stock.

- (1) The number of shares beneficially owned by each person or entity is determined under the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, each person or entity is considered the beneficial owner of any: (a) shares to which such person or entity has sole or shared voting power or dispositive power and (b) shares that such person or entity has the right to acquire within 60 days through the exercise of stock options or similar rights.
- (2) Excludes 100,250 RSUs, 262,409 relative performance stock units (RPSUs) and 4,128 DERs. DERs become exercisable proportionately with the RSUs or RPSUs to which they relate. Each DER is the right to receive one share of NRG common stock and becomes exercisable proportionately with the RSUs or RPSUs to which they relate. Each RSU represents the right to receive one share of NRG common stock upon vesting. Each RPSU represents the potential to receive common stock based upon NRG achieving a certain level of total shareholder return relative to NRG's peer group over a three-year performance period.
- (3) Excludes 25,234 RSUs, 66,433 RPSUs and 1,047 DERs.
- (4) Includes 4,278 shares that may be acquired at or within 60 days of March 2, 2020, pursuant to the exercise of options. Excludes 19,968 RSUs, 52,482 RPSUs and 826 DERs.
- (5) Excludes 19,925 RSUs, 52,272 RPSUs and 823 DERs.
- (6) Excludes 9,961 RSUs, 24,296 RPSUs and 376 DERs.
- (7) Includes 101,491 DSUs and 2,434 DERs, payable in the event Dr. Coben ceases to be a member of the Board.
- (8) Includes 41,634 DSUs and 1,872 DERs, payable in the event Secretary Abraham ceases to be a member of the Board.
- (9) Includes 4,241 DSUs and 37 DERs, payable in the event Mr. Carrillo ceases to be a member of the Board.
- (10) Includes 13,975 DSUs and 170 DERs, payable in the event Mr. Carter ceases to be a member of the Board.
- (11) Includes 4,906 DSUs and 47 DERs, payable in the event Ms. Cox ceases to be a member of the Board.
- (12) Includes 2,691 DERs. Includes 25,004 DSUs, payable in the event Mr. Dallas ceases to be a member of the Board. Also includes 14,282 shares held indirectly in trusts. Excludes 24,783 DSUs issued to Mr. Dallas that will be exchanged for common stock on a one-for-one basis on the following schedule: (a) 6,196 on January 15, 2021; (b) 6,195 on January 15, 2022; (c) 6,196 on January 15, 2023; and (d) 6,196 on January 15, 2024.
- (13) Includes 4,241 DSUs and 37 DERs, payable in the event Ms. Pruner ceases to be a member of the Board.
- (14) Includes 60,988 DSUs and 1,771 DERs, payable in the event Ms. Schaumburg ceases to be a member of the Board.
- (15) Includes 34,876 DSUs, payable in the event Mr. Weidemeyer ceases to be a member of the Board.
- (16) Consists of the total holdings of directors, named executive officers, and all other executive officers as a group.

## STOCK OWNERSHIP OF PRINCIPAL STOCKHOLDERS

The following table sets forth information for each person known to the Company to own more than five percent of the Company's common stock, as of the date of their most recent Schedule 13D or Schedule 13G filing, as applicable, with the SEC. Percentage of beneficial ownership is based on 250,541,807 shares of common stock outstanding as of March 2, 2020. Unless otherwise indicated, each person has sole investment and voting power with respect to the shares set forth in the following table.

Principal Stockholder	Common Stock	Percent of Class (%)
<b>The Vanguard Group, Inc.</b> 100 Vanguard Blvd. Malvern, Pennsylvania 19355	30,429,027	12.15 <sup>(1)</sup>
<b>BlackRock, Inc.</b> 55 East 52nd Street New York, New York 10022	19,601,218	7.82 <sup>(2)</sup>
<b>State Street Corporation</b> State Street Financial Center One Lincoln Street Boston, Massachusetts 02111	12,807,587	5.11 <sup>(3)</sup>

<sup>(1)</sup> Based upon information set forth in the Schedule 13G filed on February 11, 2020 by The Vanguard Group, Inc. (Vanguard), Vanguard has sole voting power over 380,387 shares and sole dispositive power over 30,005,617 shares. Vanguard has shared voting power over 74,480 shares and shared dispositive power over 423,410 shares. Vanguard Fiduciary Trust Company (VFTC), a wholly-owned subsidiary of Vanguard, is the beneficial owner of 284,928 shares as a result of VFTC serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd. (VIA), a wholly-owned subsidiary of Vanguard, is the beneficial owner of 230,361 shares as a result of VIA serving as investment manager of Australian investment offerings.

<sup>(2)</sup> Based upon information set forth in the Schedule 13G filed on February 10, 2020 by Blackrock, Inc., Blackrock, Inc. has sole voting power over 16,735,392 shares and sole dispositive power over 19,601,218 shares.

<sup>(3)</sup> Based upon information set forth in the Schedule 13G filed on February 14, 2020 by State Street Corporation, State Street Corporation has shared voting power over 11,449,214 shares and shared dispositive power over 12,803,949 shares.

# Certain Relationships and Related Person Transactions

## REVIEW, APPROVAL OR RATIFICATION OF TRANSACTIONS WITH RELATED PERSONS

The Board has adopted written policies and procedures to address potential or actual conflicts of interest and the appearance that decisions are based on considerations other than the best interests of NRG that may arise in connection with transactions with certain persons or entities (Related Person Policy). The Related Person Policy operates in conjunction with our Code of Conduct and is applicable to all "Related Person Transactions," which are all transactions, arrangements or relationships in which:

- the aggregate amount involved will or may be expected to exceed \$50,000 in any calendar year;
- the Company is a participant; and
- any Related Person (as that term is defined below) has or will have a direct or indirect interest.

A "Related Person" is:

- any person who is, or at any time during the applicable period was, a director of the Company or a nominee for director or an executive officer;
- any person who is known to the Company to be the beneficial owner of more than 5% of the outstanding common stock;
- any immediate family member of any of the persons referenced in the preceding two bullets, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of the director, nominee for director, executive officer or more than 5% beneficial owner of common stock, and any person (other than a tenant or employee) sharing the household of such director, nominee for director, executive officer or more than 5% beneficial owner of common stock; and
- any firm, corporation or other entity in which any of the foregoing persons is a partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest.

A Related Person Transaction is subject to review and approval or ratification by the Governance and Nominating Committee. If the aggregate amount involved is expected to be less than \$500,000, the transaction may be approved or ratified by the Chair of the Governance and Nominating Committee. As part of its review of each Related Person Transaction, the Governance and Nominating Committee will take into account, among other factors it deems appropriate, whether the transaction is on terms no less favorable than the terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person's interest in the transaction. This Related Person Policy also provides that certain transactions, based on their nature and/or monetary amount, are deemed to be pre-approved or ratified by the Governance and Nominating Committee and do not require separate approval or ratification.

Transactions involving ongoing relationships with a Related Person will be reviewed and assessed at least annually by the Governance and Nominating Committee to ensure that such Related Person Transactions remain appropriate and in compliance with the Governance and Nominating Committee's guidelines. The Governance and Nominating Committee's activities with respect to the review and approval or ratification of all Related Person Transactions are reported periodically to the Board.

# Executive Compensation

## COMPENSATION DISCUSSION AND ANALYSIS

<b>EXECUTIVE SUMMARY</b> .....	40	<b>OVERSIGHT OF RISKS RELATED TO COMPENSATION POLICIES</b> .....	51
Key Governance Features of Our Executive Compensation Program.....	42	<b>ANTI-HEDGING AND ANTI-PLEDGING POLICIES</b> .....	52
<b>EXECUTIVE COMPENSATION PROGRAM</b> .....	43	<b>OTHER MATTERS</b> .....	52
2019 Named Executive Officers.....	43	Stock Ownership Guidelines .....	52
Goals and Objectives of the Program .....	43	Tax and Accounting Considerations .....	52
<b>THE COMPENSATION PROCESS</b> .....	43	<b>COMPENSATION TABLES</b> .....	53
Compensation Consultant.....	43	Summary Compensation Table for Fiscal Year Ended December 31, 2019 .....	53
Compensation Peer Group Analysis.....	44	Grants of Plan-Based Awards for Fiscal Year Ended December 31, 2019 .....	55
<b>ELEMENTS OF COMPENSATION</b> .....	45	Outstanding Equity Awards at Fiscal Year-End for Fiscal Year Ended December 31, 2019 .....	57
Base Salary.....	45	Option Exercises and Stock Vested for Fiscal Year Ended December 31, 2019.....	58
Annual Incentive Compensation.....	46	Pension Benefits for Fiscal Year Ended December 31, 2019.....	59
Overview .....	46	<b>EMPLOYMENT AGREEMENTS</b> .....	59
AIP Award Opportunity.....	46	<b>SEVERANCE AND CHANGE-IN-CONTROL</b> .....	59
2019 AIP Award Performance Criteria.....	47	<b>CEO PAY RATIO</b> .....	61
2019 AIP Payments .....	48	<b>REALIZED PAY IN 2019</b> .....	62
Long-Term Incentive Compensation.....	48		
Range of LTIP Compensation.....	49		
Relative Performance Stock Units.....	49		
Restricted Stock Units .....	49		
Market Stock Units .....	49		
Dividend Equivalent Rights .....	50		
Clawbacks .....	50		
Benefits.....	50		
Potential Severance and Change-in-Control Benefits.....	50		

## EXECUTIVE SUMMARY

The objectives of our executive compensation program are to align executive pay with stockholder value and to motivate executives to achieve our corporate goals. This CD&A describes the elements, implementation, and 2019 results of our executive compensation program.

At our 2019 Annual Meeting of Stockholders, we received 98% support for our say on pay proposal. As a result, we believe that our stockholders understand that our pay practices demonstrate our commitment to pay for performance and that our compensation plans are designed to recognize the performance of the Company. In 2019, we produced the following results in line with our business strategy:

- Delivered on our financial and operational objectives, including achieving top decile safety performance in our industry
- Executed on our previously announced Transformation Plan objectives realizing annual cost savings of \$590 million, margin enhancements of \$135 million, and \$370 million of non-recurring working capital improvements
- Continued to perfect our customer-focused model by executing on our capital-light asset strategy with the execution of 1.6 gigawatts of solar power purchase agreements in ERCOT and expansion of our retail business through the acquisition of Stream Energy
- Adhered to our disciplined capital allocation strategy by:
  - Achieving investment grade credit metrics, thereby exceeding our target of reducing consolidated corporate debt to 2.75x net debt/adjusted EBITDA; and
  - Completing \$1.44 billion of share repurchases.

Consistent with the objectives of our compensation program, the accomplishment of these corporate goals and the market performance of our common stock over the three-year performance period directly impacted our compensation decisions and pay outcomes for 2019 pursuant to our annual incentive plan (AIP) as described in more detail in the section of this CD&A entitled "Annual Incentive Compensation" and our long-term incentive plan (LTIP), as described in more detail in the section of this CD&A entitled "Long-Term Incentive Compensation."

**Based on the achievement of our AIP performance metrics during 2019, our NEOs received annual incentive payments at levels modestly greater than target.**

Our Adjusted EBITDA and Adjusted Free Cash Flow achievements fell just below target at approximately 96% and 95%, respectively, however, our Corporate Debt to Corporate EBITDA Ratio exceeded the maximum resulting in achievement of that metric at 200%. Based on the achievement of the Corporate Debt to Corporate EBITDA Ratio and weighting approved by our Compensation Committee, the Company achieved 124.5% of target on a combined basis and our NEOs received AIP awards commensurate with this performance.

**Due to the increase in TSR of approximately 222%, our NEOs received a payout at 200% of target upon the vesting of their RPSU awards.**

Our compensation program ties a significant portion of our NEOs' overall compensation to the achievement of increases in TSR through our long-term compensation program.

Consistent with market practice, in 2017, we shifted performance-based equity from MSU awards to RPSU awards. As such, NEOs received two-thirds of their equity awards in RPSUs in lieu of MSUs. The quantity of shares received by NEOs upon the vesting of an RPSU award is a function of the Company's TSR performance ranked against the Performance Peer Group (as defined in "Elements of Compensation – Relative Performance Stock Units"). The Compensation Committee evaluated this comparator group for an appropriate mix of industry-specific and market-influenced constituents when determining awards. In addition, RPSU awards granted in 2018, 2019 and 2020 were updated to limit the maximum award value that an NEO may receive to six times the fair market value of the target award, determined as of the date of grant. As a result of the 222% increase in TSR over the three-year performance period ending January 3, 2020 (vesting January 3, 2020), RPSU awards vesting as of such date vested at 200% of target.

**Our NEOs received base salary increases for 2019, consistent with industry trends and to remain competitive.**

The Compensation Committee believes that the increases to the base salaries for our NEOs were consistent with the industry trend and important to maintain market competitiveness. For 2019, our NEOs, other than Mr. Gutierrez, received increases to their base salaries ranging from 2.25% to 3.19%. In addition, after a review of compensation benchmark data provided by Pay Governance as well as Mr. Gutierrez's performance as CEO, Mr. Gutierrez received a base salary increase of 5.69%.

## KEY GOVERNANCE FEATURES OF OUR EXECUTIVE COMPENSATION PROGRAM

Over the past several years, we have modified our compensation programs and practices to incorporate several key governance features, adhering to the compensation best practices described in the table below.

✓ What We Do:	✗ What We Don't Do:
<ul style="list-style-type: none"> <li>✓ Pay for performance, including: <ul style="list-style-type: none"> <li>○ deliver a majority of long-term incentive compensation using performance-based equity</li> <li>○ Require above-median performance for vesting of long-term incentive compensation awards at target; and</li> <li>○ use quantitative metrics to determine the funding of our annual incentive compensation awards</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>✗ No excise tax gross-ups upon a change-in-control and no tax gross-ups on perquisites or benefits</li> </ul>
<ul style="list-style-type: none"> <li>✓ Target our peer group median for total direct compensation</li> </ul>	<ul style="list-style-type: none"> <li>✗ No pledging or hedging of the Company's stock by NEOs or directors</li> </ul>
<ul style="list-style-type: none"> <li>✓ Require a double trigger for the vesting of equity upon a change-in-control</li> </ul>	<ul style="list-style-type: none"> <li>✗ No employment agreements for executive officers with the exception of our CEO</li> </ul>
<ul style="list-style-type: none"> <li>✓ Include clawback policies in our compensation plans</li> </ul>	<ul style="list-style-type: none"> <li>✗ No guaranteed bonus payments for our NEOs</li> </ul>
<ul style="list-style-type: none"> <li>✓ Maintain robust stock ownership guidelines for our NEOs</li> </ul>	<ul style="list-style-type: none"> <li>✗ No supplemental executive retirement plans</li> </ul>
<ul style="list-style-type: none"> <li>✓ Provide market-level retirement benefits and limited perquisites</li> </ul>	<ul style="list-style-type: none"> <li>✗ No re-pricing of underwater stock options and no grants below 100% of fair market value</li> </ul>
<ul style="list-style-type: none"> <li>✓ Denominate and settle all long-term incentive awards in equity</li> </ul>	
<ul style="list-style-type: none"> <li>✓ Engage an independent compensation consultant to advise us on matters surrounding our compensation plans</li> </ul>	
<ul style="list-style-type: none"> <li>✓ Prevent undue risk taking in our compensation practices (e.g., engage in robust risk monitoring, cap payments made under our annual incentive plan and performance equity program)</li> </ul>	
<ul style="list-style-type: none"> <li>✓ Hold an annual say-on-pay vote</li> </ul>	

# EXECUTIVE COMPENSATION PROGRAM

## 2019 NAMED EXECUTIVE OFFICERS

This CD&A describes our executive compensation program for our NEOs in 2019. For 2019, the NEOs were:

NEO	2019 Title
<b>Mauricio Gutierrez</b>	President and Chief Executive Officer
<b>Kirkland Andrews</b>	Executive Vice President and Chief Financial Officer
<b>Elizabeth Killinger</b>	Executive Vice President, Retail
<b>Christopher Moser</b>	Executive Vice President, Operations
<b>Brian Curci</b>	Senior Vice President and General Counsel

## GOALS AND OBJECTIVES OF THE PROGRAM

Our Compensation Committee designs and implements an executive compensation program that:

- closely aligns our executive compensation with stockholder value creation, avoiding plans that encourage executives to take excessive risk, while driving long-term value to stockholders;
- supports the Company's long-term business strategy, while rewarding our executive team for their individual accomplishments;
- allows us to recruit and retain a top-tier executive team in a competitive industry and to motivate our executive team to achieve superior performance for a sustained period; and
- provides a competitive compensation opportunity while adhering to market standards for compensation.

The Compensation Committee is responsible for the development and implementation of NRG's executive compensation program. The intent of our executive compensation program is to reward the achievement of NRG's annual goals and objectives and the creation of long-term stockholder value.

The Compensation Committee is committed to aligning executives' compensation with performance. The Compensation Committee's objectives are achieved through the use of both short-term and long-term incentives. The Company currently targets pay at the median of our Compensation Peer Group, as described below. In addition, through the AIP, the NEOs are rewarded for achieving annual corporate and individual goals. Our long-term incentive compensation program is designed to reward our NEOs for long-term TSR.

## THE COMPENSATION PROCESS

### COMPENSATION CONSULTANT

Pursuant to its charter, the Compensation Committee is authorized to engage, at the expense of the Company, a compensation consultant to provide independent advice, support, and expertise to assist the Compensation Committee in overseeing and reviewing our overall executive compensation strategy, structure, policies and programs, and to assess whether our compensation structure establishes appropriate incentives for management and other key employees.

Pay Governance, the Compensation Committee's independent compensation consultant since fiscal year 2015, assisted with executive and director pay assessments and worked with the Compensation Committee to review the design of the executive compensation program for 2019.

Pay Governance reported directly to the Compensation Committee and provided no other remunerated services to the Company. Pay Governance does not provide services for any of our affiliates. In accordance with SEC rules and requirements, the Company has affirmatively determined that no conflicts of interest exist between the Company and Pay Governance (or any individuals working on the Company's account on behalf of Pay Governance).

## COMPENSATION PEER GROUP ANALYSIS

The Compensation Committee, with support from its advisors, identifies the best possible comparator group within relevant industries. The Compensation Committee performed a review of potential peer companies, considering factors such as industry, scope of operations, market value and relevance from a talent competition standpoint. In addition, a peer of peer analysis was conducted to confirm the appropriateness of potential peer companies and to assess companies that NRG's peers use in their own peer groups. The Compensation Committee then considered the overall reasonableness of the list of potential peer companies as a whole.

The Compensation Committee aims to compare our executive compensation program to a consistent compensation peer group year-to-year. Given the dynamic nature of our industry and the companies that comprise it, we annually examine the list for opportunities for improvement. While a number of potential new peer companies were considered, there were no changes to the peer group for 2019. The Compensation Peer Group for 2019 is identified below.

Company	NYSE Ticker	Company	NYSE Ticker
The AES Corporation	AES	Public Service Enterprise Group	PEG
Calpine Corporation	— <sup>(1)</sup>	UGI Corporation	UGI
Exelon Corporation	EXC	Vistra Energy Corp.	VST
Centrica plc	CNA <sup>(2)</sup>		

<sup>(1)</sup> Calpine Corporation was not an NYSE listed company in 2019; however, compensation information for comparative purposes continued to be available.

<sup>(2)</sup> Listed on the London Stock Exchange.

We use the median percentile of our Compensation Peer Group as a guidepost in establishing the targeted total direct compensation (base salary, annual cash incentive and equity) levels for our NEOs. We expect that, over time, targeted total direct compensation of our NEOs will continue to land near the median of our Compensation Peer Group, and actual pay in a given year will increase or decrease based on the achievement of defined performance-based compensation metrics.

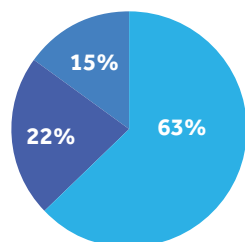
While a portion of our compensation is fixed, a significant percentage is risk-based and payable and/or realizable only if certain performance objectives are met. The following charts illustrate the target percentage of annual fixed compensation, time-based compensation and performance-based compensation payable to our CEO, CFO and other NEOs on an average basis.

## ELEMENTS OF COMPENSATION

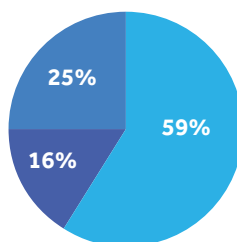
### BASE SALARY

Base salary compensates NEOs for their level of experience and position responsibilities and for the continued expectation of superior performance. Recommendations on increases to base salary take into account, among other factors, the NEO's individual performance, the general contributions of the NEO to overall corporate performance, and the level of responsibility of the NEO with respect to his or her specific position.

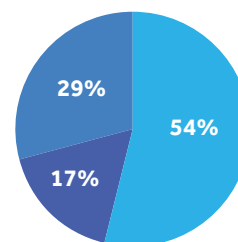
CEO Compensation Allocation



CFO Compensation Allocation



NEO Compensation Allocation



■ Performance-Based (AIP Awards & RPSUs)
 ■ Time-Based (RSUs)
 ■ Fixed (Base Salary)

In 2019, the Compensation Committee approved modest increases to base salaries for NEOs, except the CEO, ranging from 2.25% to 3.19%. The Compensation Committee also evaluated the level of Mr. Gutierrez's base salary and total compensation by comparing it to compensation benchmark data provided by Pay Governance. Following such evaluation, considering such competitive factors and performance, including that his base salary was not increased in 2018, the Compensation Committee approved a 5.69% increase to Mr. Gutierrez's base salary for 2019.

For 2019, the base salary for each NEO was as follows:

Named Executive Officer	2019 Annualized Base Salary (\$) <sup>(1)</sup>	Percentage increase over 2018 (%) <sup>(2)</sup>
Mauricio Gutierrez	1,300,000	5.69
Kirkland Andrews	690,683	2.25
Elizabeth Killinger	547,549	3.19
Christopher Moser	547,549	2.25
Brian Curci	460,125	2.25

<sup>(1)</sup> Actual salary earned for 2019 is set forth in the Summary Compensation Table, below.

<sup>(2)</sup> As compared to the December 31, 2018 annualized base salary.

## ANNUAL INCENTIVE COMPENSATION

### OVERVIEW

Annual incentive compensation awards (AIP awards) are made under our AIP. AIP awards are short-term compensation designed to compensate NEOs for meeting annual individual and Company goals, both financial and non-financial. The annual incentive compensation opportunity is defined as a percentage of each NEO's annual base salary. AIP awards are subject to certain requirements, including a threshold Adjusted Free Cash Flow performance metric (AIP Gate). For 2019, the AIP Gate was \$983 million, a level the Compensation Committee believes was appropriate for a minimally acceptable level of financial performance. If the AIP Gate is not achieved, no AIP awards are paid, regardless of performance in any other metrics.

For 2019, the Compensation Committee set the following financial performance metric levels:

Performance Metric (\$ in millions)	Threshold	Target	Maximum
Adjusted Free Cash Flow	\$983	\$1,340	\$1,675
Adjusted EBITDA	\$1,403	\$2,005	\$2,208
Corporate Debt to Corporate EBITDA Ratio	3.0x	2.75x	2.50x

In addition, each NEO is evaluated on his or her achievement of individual performance criteria, which include measures that NRG values in the leadership of the business. Such measures include fostering safety; working collaboratively across the organization; expanding the retail operations and reshaping the generation portfolio; advancing NRG's digital transformation; and delivering on operational and financial goals. Additional criteria may be chosen, as appropriate, and may change from time to time. The Compensation Committee assesses performance of each NEO relative to the performance criteria applicable to each NEO and adjusts the total AIP award for each NEO by a factor of plus or minus 20%, based on recommendations from the CEO for each NEO other than himself. The Compensation Committee retains sole discretion under the AIP to reduce the amount of, or eliminate any, AIP awards that are otherwise payable under the AIP.

### AIP AWARD OPPORTUNITY

The target AIP award opportunities for the NEOs for 2019, expressed as a percentage of base salary, are set forth in the table below. Actual AIP payouts can range from fifty percent (50%) of the target percentage to two hundred percent (200%) of the target percentage, which reflects the threshold and maximum AIP award opportunities, respectively. No AIP award is provided if performance falls below the threshold levels established.

Named Executive Officer	Target (% of Salary) <sup>(1)</sup>	Target AIP Award Amount (\$)
Mauricio Gutierrez	125	1,625,000
Kirkland Andrews	100	690,683
Elizabeth Killinger	75	410,662
Christopher Moser	75	410,662
Brian Curci	50	230,062

<sup>(1)</sup> This assumes that each of the financial performance metrics and all quantitative and qualitative goals are achieved at target levels.

## 2019 AIP AWARD PERFORMANCE CRITERIA

The AIP award performance criteria applicable to all NEOs are based upon our 2019 corporate business strategy and individual performance. The table below sets forth the 2019 AIP performance criteria and weighting applicable to all NEOs.

Goal	Weight
Adjusted EBITDA <sup>(1)(2)</sup>	35%
Adjusted Free Cash Flow (before growth) <sup>(1)(3)</sup>	35%
Corporate Net Debt to Corporate EBITDA Ratio <sup>(4)</sup>	30%
<b>Overall Funding</b>	<b>100%</b>
Individual Performance Criteria Modifier	±20%

- <sup>(1)</sup> Our Consolidated Statement of Operations and Consolidated Statement of Cash Flows are found in Item 15 — Exhibits, Financial Statement Schedules to our Annual Report on Form 10-K.
- <sup>(2)</sup> Adjusted EBITDA refers to EBITDA plus Adjustments. EBITDA consists of net income from continuing operations plus: income tax, interest expense (net of interest income), amortization of finance costs and debt premium, loss on debt extinguishment, depreciation, amortization and asset retirement obligation expense, amortization of power and fuel contracts, and amortization of emission allowances. Adjustments consist of mark-to-market of forward position of economic hedges, plus NRG share of EBITDA in unconsolidated affiliates, integration cost, successful transaction cost, defense and legal settlement cost, deactivation costs, (gain)/loss on write-offs, adjusted gain/losses associated with unbudgeted acquisitions, sale of operating assets or non-recurring items approved by the Compensation Committee.
- <sup>(3)</sup> Adjusted Free Cash Flow refers to Adjusted Cash Flow from Operations, less maintenance capex, environmental capex, preferred dividends and distributions to non-controlling interests. Adjusted Cash Flow from Operations consists of cash flow from operations, excluding: changes in nuclear decommissioning trust liability, changes in collateral deposits supporting energy risk management activities, purchases and sales of emission allowances, plus net payments to settle acquired derivatives that include financing elements. This amount is further adjusted for the impact associated with unbudgeted acquisitions and/or dispositions, adjustments for major changes in timing of environmental capex projects and the impact of non-recurring unusual events approved by the Compensation Committee.
- <sup>(4)</sup> Corporate Net Debt consists of all debt guaranteed by the assets of NRG's guarantor companies and any incremental debt that would either be secured or guaranteed by NRGs guarantor companies, net of cash balances. Corporate EBITDA refers to previously defined Adjusted EBITDA less Adjusted EBITDA from non-guarantor companies and equity investments, plus cash distributions from non-guarantor companies and equity investments to any NRG guarantor company, plus non-cash amortization excluded from this ratio as defined by the Corporate Credit Agreement and Indentures, including equity compensation, nuclear fuel amortization, and bad debt expense.

## 2019 AIP PAYMENTS

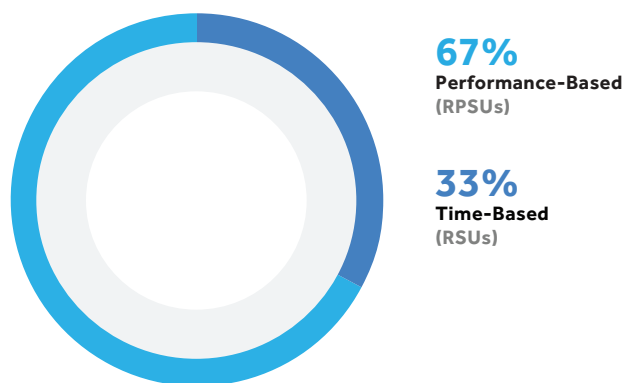
As noted above, with respect to AIP awards for 2019, the AIP Gate was \$983 million, the Adjusted Free Cash Flow target was \$1,340 million, the Adjusted EBITDA target was \$2,005 million, and the Corporate Debt to Corporate EBITDA Ratio target was 2.75x. For 2019, the AIP Gate was surpassed, the Adjusted Free Cash Flow achievement was approximately \$1,287 million, the Adjusted EBITDA achievement was approximately \$1,906 million, and the Corporate Debt to Corporate EBITDA Ratio achievement was above maximum at 2.44x.

The AIP awards paid to each of the NEOs for 2019 were:

Named Executive Officer	2019 Annualized Base Salary (\$)	AIP Target (%)	Percent of Target Achieved (%)	Individual Performance Modifier (%)	AIP Paid (\$)
<b>Mauricio Gutierrez</b>	1,300,000	125	124.5	115	2,326,594
<b>Kirkland Andrews</b>	690,683	100	124.5	110	945,890
<b>Elizabeth Killinger</b>	547,549	75	124.5	110	562,401
<b>Christopher Moser</b>	547,549	75	124.5	115	587,965
<b>Brian Curci</b>	460,125	50	124.5	110	315,070

## LONG-TERM INCENTIVE COMPENSATION

We believe that equity awards directly align our NEOs' interests with those of our stockholders. For our 2019 grants, we awarded our NEOs a combination of RPSU awards, which are based on the Company's TSR performance relative to its peers, and time-based RSU awards. The large majority of long-term incentive compensation (67%) was delivered using RPSUs, demonstrating the Compensation Committee's focus on pay for performance. Due to its retention aspects, we continued to award RSUs, although they comprised only 33% of each NEO's grant date award opportunity for the 2019 grant.



## RANGE OF LTIP COMPENSATION

The aggregate value of equity awards granted to each NEO for fiscal year 2019 was reviewed relative to NEO compensation data from our Compensation Peer Group. Pay Governance provided compensation benchmark data for the Compensation Peer Group, as well as for broader industry practice, to the Compensation Committee. Our practice is to issue annual equity awards on the first trading day of the calendar year. For fiscal year 2019, the grant date was January 2, 2019. The closing price per share of the Company's stock on the grant date was \$38.11 per share.

## RELATIVE PERFORMANCE STOCK UNITS

Each RPSU represents the potential to receive one share of common stock after the completion of three years of service from the date of grant based on the Company's TSR performance ranked against the TSR performance of a strongly correlated comparator group (the Performance Peer Group). Relative measures are designed to minimize the impact of externalities, ensuring the program appropriately reflects management's impact on the Company's TSR by including peer companies and indices that are similarly impacted by market conditions.

The payout of shares of common stock at the end of the three-year performance period will be based on the Company's TSR performance percentile rank, compared with the TSR performance of the Performance Peer Group. The following table illustrates the design of our RPSUs in 2019. Additional details regarding RPSU awards are set forth following the Grants of Plan-Based Awards for Fiscal Year ended December 31, 2019 table.

Performance Targets	Performance Requirement		Payout Opportunity
Maximum	75th percentile or above		200%
Target	<b>Standard Target:</b> 55th percentile	<b>Modified Target:</b> 65th percentile (less than -15% absolute TSR)	100%
Threshold	25th percentile		25%
Below Threshold	Below 25th percentile		0%

RPSU awards granted since 2018 were updated to limit the maximum award value that an NEO may receive to six times (6x) the fair market value of the target award, determined as of the date of grant.

## RESTRICTED STOCK UNITS

Each RSU represents the right to receive one share of common stock after the completion of the applicable vesting period. The RSU awards granted in 2019 vest ratably, meaning that one-third of the award vests each year on the anniversary of the grant date, over a three-year period. Occasionally, the Compensation Committee will use alternate RSU vesting periods, but only on an exception basis, such as for a new-hire with a specific skill set or to serve as an enhanced retention tool.

## MARKET STOCK UNITS

In 2017, the Compensation Committee replaced market stock unit (MSU) awards with RPSU awards. As a result, the last outstanding MSU awards vested in January 2019. Each MSU represented the potential to receive common stock after the completion of three years of service from the date of grant based on absolute NRG stock price change (plus dividends) versus a baseline. The number of shares of common stock paid as of the vesting date for

each MSU award was equal to a TSR Multiplier times the target MSUs on the date of grant. The "TSR Multiplier" was the 20-trading day average closing price on the vesting date divided by the 20-trading day average closing price on the grant date, taking into account any dividends issued during the performance period, presumed reinvested as of the ex-dividend date. The TSR Multiplier thresholds and the valuation premium attributable to the awards were the features that tie the value of our MSU awards to NRG's performance. Payout of stock for MSU awards were based on TSR performance over the three-year performance period.

## DIVIDEND EQUIVALENT RIGHTS

In connection with each equity award, each NEO also receives DERs, which accrue with respect to the award to which they relate. Accrued DERs are paid at the same time that the shares of common stock underlying each award are delivered to the NEO. No DERs are paid if the underlying shares fail to vest.

## CLAWBACKS

The Company has a "clawback" policy with regard to awards made under the AIP and LTIP in the case of a material financial restatement, including a restatement that was the result of employee misconduct, or in the case of fraud, embezzlement or other serious misconduct that was materially detrimental to the Company. The Compensation Committee retains discretion regarding the application of the clawback policy. The policy is in addition to other remedies that are available to the Company. If the Company is required to restate its earnings as a result of noncompliance with a financial reporting requirement due to misconduct, under the Sarbanes-Oxley Act of 2002 (SOX), the CEO and the CFO would also be subject to a clawback, as required by SOX.

## BENEFITS

NEOs participate in the same retirement, life insurance, health and welfare plans as other salaried employees of the Company. A financial planning reimbursement benefit for NEOs was eliminated for 2019 as part of the Transformation Plan, except for Mr. Gutierrez who retained the benefit as a result of his employment agreement entered into in December 2015. Additionally, pursuant to the terms of his employment agreement, described in more detail in the section entitled "Employment Agreements" below, Mr. Gutierrez received additional benefits in the form of term life insurance with a death benefit of \$7.75 million, and up to \$10,000 for reimbursement of disability insurance premiums. We also provide certain security measures for Mr. Gutierrez to address safety concerns given his position as our President and CEO. In 2018, we paid for the initial procurement, installation and maintenance of personal residential security measures for Mr. Gutierrez. This security program is intended to decrease security threats to Mr. Gutierrez, which is in the best interests of the Company and its stockholders. As such, we believe the costs incurred in implementing these security measures were appropriate, reasonable and necessary, and we do not consider Mr. Gutierrez's overall security program to be a perquisite for his benefit. However, the costs related to Mr. Gutierrez's personal security incurred in 2018 are reported in the "All Other Compensation" column in the Summary Compensation Table below. We did not incur any cost related to Mr. Gutierrez's security measures in 2019. We do not provide any gross-ups on perquisites for executive officers.

## POTENTIAL SEVERANCE AND CHANGE-IN-CONTROL BENEFITS

We choose to pay severance and change-in-control benefits to assist with career transitions of our executives as well as to create an environment that provides for an adequate business transition and knowledge transfer during times of change.

Change-in-control agreements are market practice among publicly-held companies. Most often, these agreements are utilized to encourage executives to remain with the company during periods of extreme job uncertainty and to evaluate a potential transaction in an impartial manner. In order to enable a smooth transition during an interim period, change-in-control agreements provide a defined level of security for the executive and

the company, enabling a more seamless implementation of a particular acquisition or an asset sale or purchase, and subsequent integration.

Pursuant to his employment agreement, Mr. Gutierrez is entitled to severance payments and benefits in the event of termination of employment under certain circumstances, including following a change-in-control.

Pursuant to the Company's Amended and Restated Executive Change-in-Control and General Severance Plan for Tier IA and Tier IIA Executives (CIC Plan), NEOs other than Mr. Gutierrez are entitled to a change-in-control benefit.

For a more detailed discussion, including the quantification of potential payments, please see the section entitled "Severance and Change-in-Control" following the executive compensation tables below.

## OVERSIGHT OF RISKS RELATED TO COMPENSATION POLICIES

The Compensation Committee oversees risks related to our compensation policies and practices. The Company's Enterprise Risk Management team assists the Compensation Committee with its oversight and analysis of these risks. To assist the Compensation Committee with determining whether the Company's compensation policies and practices subject the Company to unnecessary risk or could potentially motivate employees to take excessive risk, the Company's Enterprise Risk Management team conducts reviews of these policies and practices and reports to the Compensation Committee its findings as follows:

- base salaries are a sufficient component of total compensation to discourage excessive risk taking;
- earnings goals under the Company's AIP are based upon its audited financial statements and the Company believes that the goals are attainable without the need to take inappropriate risks or make material changes to the Company's business or strategy;
- NEOs who receive payment under the AIP and the Company's LTIP may be required to reimburse the Company for all or a portion of the payment (commonly referred to as a clawback) if the Company has to prepare an accounting restatement because it is in material noncompliance with any financial reporting requirements or in the case of fraud, embezzlement or other serious misconduct, which discourages risk taking;
- the Company uses awards under the LTIP that are typically based upon total stockholder return over three-year periods, such as the RPSU awards and the previously issued MSU awards, which mitigates short-term risk taking;
- because incentive compensation has a large equity component, value is best realized through long-term appreciation of stockholder value, especially when coupled with the stock ownership guidelines, which expose the Company's NEOs to loss of the value of the retained equity if stock appreciation is jeopardized; and
- the use of incentive compensation components that are paid or vest over an extended period mitigates against unnecessary or excessive risk taking.

Furthermore, the Enterprise Risk Management team continues to evaluate and review new or amended compensation policies or practices and reports its findings to the Compensation Committee, which are consistent with the principles identified above.

As a result of the review, management and the Compensation Committee have concluded that the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

## ANTI-HEDGING AND ANTI-PLEDGING POLICIES

The Company prohibits executive officers, directors and employees from directly or indirectly engaging in any kind of hedging transaction that could reduce or limit their economic risk with respect to their holdings, ownership or interest in the Company's securities, including prepaid variable forward contracts, equity swaps, collars, puts, calls and options. The Company also prohibits executive officers, directors and employees from directly or indirectly engaging in any transaction in which the Company's securities are being pledged.

## OTHER MATTERS

### STOCK OWNERSHIP GUIDELINES

The Compensation Committee and the Board require each NEO to hold NRG stock with a value equal to a multiple of his or her base salary until his or her termination, as set forth in the table below. Personal holdings, vested awards and unvested, time-based RSUs count towards the ownership multiple. Unvested RPSUs and non-qualified stock options do not count towards the ownership multiple. Although the NEOs are not required to make purchases of our common stock to meet their target ownership multiple, NEOs are restricted from divesting any securities until such ownership multiples are attained, except in the event of a hardship or to make a required tax payment, and must maintain their ownership multiple after any such transactions. The current stock ownership for NEOs is shown below, based on the closing share price of \$34.17 on March 2, 2020:

Named Executive Officer	Target Ownership Multiple	Actual Ownership Multiple
Mauricio Gutierrez	6.0x	22.9x
Kirkland Andrews	2.5x	12.6x
Elizabeth Killinger	2.5x	7.8x
Christopher Moser	2.5x	7.0x
Brian Curci	2.0x	1.9x

### TAX AND ACCOUNTING CONSIDERATIONS

The Compensation Committee takes into account tax consequences to NEOs in designing the various elements of our compensation program, such as designing the terms of awards to defer immediate income recognition in accordance with Section 409A of the Code. The Compensation Committee remains informed of and takes into account the accounting implications of its compensation programs. However, the Compensation Committee approves programs based on their total alignment with our strategy and long-term goals.

# COMPENSATION TABLES

## SUMMARY COMPENSATION TABLE FOR FISCAL YEAR ENDED DECEMBER 31, 2019

Name and Principal Position	Year	Base Salary (\$) <sup>(1)</sup>	Bonus (\$)	Stock Awards (\$) <sup>(2)</sup>	Option Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(3)</sup>	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
<b>Mauricio Gutierrez</b> President and Chief Executive Officer	2019	1,297,038	—	5,483,422	—	2,326,594	—	38,999	9,146,053
	2018	1,230,000	—	5,227,554	—	2,406,418	—	50,976	8,914,948
	2017	1,225,962	—	5,227,515	—	2,550,713	—	45,472	9,049,662
<b>Kirkland Andrews</b> Executive Vice President and Chief Financial Officer	2019	690,040	—	1,371,026	—	945,890	—	11,112	3,018,068
	2018	674,976	—	1,351,000	—	965,302	—	9,829	3,001,107
	2017	661,498	—	1,324,493	—	1,150,973	—	22,868	3,159,832
<b>Elizabeth Killinger</b> Executive Vice President, Retail	2019	546,832	—	1,086,886	—	562,401	—	11,200	2,207,319
	2018	530,204	—	1,061,246	—	568,695	—	11,000	2,171,145
	2017	519,808	—	1,040,423	—	616,437	—	18,750	2,195,418
<b>Christopher Moser</b> Executive Vice President, Operations	2019	547,039	—	1,086,886	—	587,965	—	11,200	2,233,090
	2018	533,481	—	1,050,035	—	601,273	—	11,000	2,195,789
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Brian Curci</b> Senior Vice President and General Counsel	2019	458,178	125,000 <sup>(4)</sup>	558,312	—	315,070	—	11,200	1,467,760
	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

<sup>(1)</sup> Reflects base salary earnings.

<sup>(2)</sup> Reflects the GDFV determined in accordance with the Financial Accounting Standards Board Accounting Standards Codification Topic 718, Comparison—Stock Compensation. The assumptions made in these valuations are discussed in our Annual Report on Form 10-K in Item 15 — Consolidated Financial Statements. For performance-based RPSUs granted in 2019, if the maximum level of performance is achieved, the fair value will be approximately \$7,403,572 for Mr. Gutierrez, \$1,851,122 for Mr. Andrews, \$1,467,478 for Ms. Killinger, \$1,467,478 for Mr. Moser, and \$753,832 for Mr. Curci.

<sup>(3)</sup> The amounts shown in this column represent the AIP bonuses paid to the NEOs. Further information regarding the AIP bonuses is included in the “2019 AIP Payments” section of this Proxy Statement.

<sup>(4)</sup> Represents a project bonus awarded to Mr. Curci based on his work supporting the separation of GenOn Energy, Inc. and its successful emergence from bankruptcy.

The amounts provided in the Non-Equity Incentive Plan Compensation column represent values earned under NRG's 2019, 2018 and 2017 AIP payable in March 2020, March 2019, and March 2018, respectively. NEOs were provided the opportunity to earn a cash incentive payment based on the attainment of certain pre-established Company and individual goals for fiscal years 2019, 2018 and 2017. The dollar amounts in the table represent payments made for actual 2019, 2018 and 2017 Company performance.

The amounts provided in the All Other Compensation column represent the additional benefits payable by NRG and include insurance benefits, the employer match under the Company's 401(k) plan, and the amount payable under NRG's all-employee discretionary contribution to the 401(k) plan. The amounts provided in the All Other Compensation column include payments for the security program for Mr. Gutierrez in 2018. The following table identifies the additional compensation for each NEO.

Name	Year	Life Insurance Reimbursement (\$)	Disability Insurance (\$)	Financial Advisor Services (\$)	401(k) Employer Matching Contribution (\$)	401(k) Discretionary Contribution (\$)	Security Program (\$)	Total (\$)
Mauricio Gutierrez	2019	4,952	10,765	12,083	11,200	—	—	38,999
	2018	4,952	10,271	12,045	11,075	—	12,633	50,976
	2017	4,952	9,794	12,052	10,724	7,950	—	45,472
Kirkland Andrews	2019	—	—	—	11,112	—	—	11,112
	2018	—	—	2,991	6,838	—	—	9,829
	2017	—	—	4,447	10,471	7,950	—	22,868
Elizabeth Killinger	2019	—	—	—	11,200	—	—	11,200
	2018	—	—	—	11,000	—	—	11,000
	2017	—	—	—	10,800	7,950	—	18,750
Christopher Moser	2019	—	—	—	11,200	—	—	11,200
	2018	—	—	—	11,000	—	—	11,000
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Brian Curci	2019	—	—	—	11,200	—	—	11,200
	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A

## GRANTS OF PLAN-BASED AWARDS FOR FISCAL YEAR ENDED DECEMBER 31, 2019

Name	Award Type	Grant Date	Approval Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value of Stock and Option Awards
				Threshold (\$) <sup>(1)</sup>	Target (\$) <sup>(2)</sup>	Maximum (\$) <sup>(3)</sup>	Threshold (#)	Target (#)	Maximum (#)	(#)	(\$) <sup>(4)</sup>
Mauricio Gutierrez	AIP	—	—	812,500	1,625,000	3,250,000	—	—	—	—	—
	RPSU	1/2/2019	12/6/2018	—	—	—	20,220	80,878	161,756	—	3,701,786
	RSU	1/2/2019	12/6/2018	—	—	—	—	—	—	47,842	1,781,636
Kirkland Andrews	AIP	—	—	345,341	690,683	1,381,366	—	—	—	—	—
	RPSU	1/2/2019	11/20/2018	—	—	—	5,056	20,222	40,444	—	925,561
	RSU	1/2/2019	11/20/2018	—	—	—	—	—	—	11,962	445,465
Elizabeth Killinger	AIP	—	—	205,331	410,662	821,324	—	—	—	—	—
	RPSU	1/2/2019	11/20/2018	—	—	—	4,008	16,031	32,062	—	733,739
	RSU	1/2/2019	11/20/2018	—	—	—	—	—	—	9,483	353,147
Christopher Moser	AIP	—	—	205,331	410,662	821,324	—	—	—	—	—
	RPSU	1/2/2019	11/20/2018	—	—	—	4,008	16,031	32,062	—	733,739
	RSU	1/2/2019	11/20/2018	—	—	—	—	—	—	9,483	353,147
Brian Curci	AIP	—	—	115,031	230,062	460,125	—	—	—	—	—
	RPSU	1/2/2019	11/20/2018	—	—	—	2,059	8,235	16,470	—	376,916
	RSU	1/2/2019	11/20/2018	—	—	—	—	—	—	4,871	181,396

<sup>(1)</sup> Threshold non-equity incentive plan awards include annual incentive plan threshold payments, as presented in the CD&A.

<sup>(2)</sup> Target non-equity incentive plan awards include annual incentive plan target payments, as presented in the CD&A.

<sup>(3)</sup> Maximum non-equity incentive plan awards include annual incentive plan maximum payments, as presented in the CD&A.

<sup>(4)</sup> Reflects the GDFV determined in accordance with the Financial Accounting Standards Board Accounting Standards Codification Topic 718, Comparison. The assumptions made in these valuations are discussed in our Annual Report on Form 10-K in Item 15 — Consolidated Financial Statements.

### 2019 ANNUAL INCENTIVE PLAN

NEOs were provided the opportunity to earn an AIP award based on the attainment of certain pre-established Company and individual goals for fiscal year 2019. The performance criteria and weight given to each are described in detail in the CD&A. The dollar amount of the possible AIP award payments for achieving the threshold, target or maximum levels of performance during the fiscal year 2019 are shown in the above table. If the Company is required to prepare an accounting restatement because it is in material noncompliance with any financial reporting requirements, then any NEO who has received a payment under the AIP may be required to reimburse the Company for all or a portion of the payment (commonly referred to as a clawback).

### 2019 LONG-TERM EQUITY INCENTIVES

Long-term equity incentive grants to NEOs in 2019 consisted of RPSU awards and RSU awards. Consistent with our policy, these awards were granted to NEOs as of the first trading day of the fiscal year, i.e., January 2, 2019. Awards under the Company's LTIP contain a "double trigger" provision, meaning the vesting of the awards will not accelerate unless there is a termination of employment in connection with a change-in-control.

## RELATIVE PERFORMANCE STOCK UNITS

Each RPSU represents the potential to receive common stock after the completion of three years of service from the date of grant based on the Company's TSR performance ranked against the TSR performance of the Performance Peer Group. The payout of shares of common stock at the end of the three-year performance period will be based on the Company's TSR performance percentile rank, compared with the TSR performance of the Performance Peer Group. To ensure a rigorous program design, the target-level payout (100% of shares granted) requires the Company to perform above median, at the 55th percentile. To induce management to achieve greater than target-level performance in a down market, in the event that NRG's TSR performance declines by more than 15% over the performance period, target-level payout (100% of shares granted) will require an even greater achievement at the 65th percentile performance. The Compensation Committee believes that this increased performance requirement addresses the concern that a disproportionate award may be paid in the event that our relative performance is high, but absolute performance is low.

In the event relative performance is below the 25th percentile, the award is forfeited. In the event relative performance is at the 25th percentile, the quantity of shares paid out is equal to 25% of target. In the event relative performance is between the 25th percentile and the 55th percentile (or the 65th percentile if our TSR performance declines by more than 15% over the performance period), payout will be based on an interpolated calculation. In the event relative performance reaches the 55th percentile (or the 65th percentile if our TSR performance declines by more than 15% over the performance period), 100% of the target award will be paid. In the event relative performance is between the 55th percentile (or the 65th percentile if our TSR performance declines by more than 15% over the performance period) and the 75th percentile, payout will be based on an interpolated calculation. In the event relative performance is at or above the 75th percentile, the quantity of shares paid out is equal to 200% of target. RPSU awards granted since 2018 were updated to limit the maximum award value that an NEO may receive to six times the fair market value of the target award, determined as of the date of grant.

If the NEO's employment is terminated as a result of a change-in-control, a final RPSU award, if any, will be determined by the Compensation Committee. If the NEO's employment is terminated for any reason other than death, a qualifying disability, a qualifying retirement, or, with respect to any NEO who is a SVP at the time of grant, an eligible termination (as described below), including, without limitation, termination of service as a result of voluntary resignation or termination for cause, the RPSU award will expire and be forfeited. In the event of a termination of service by reason of death or a qualifying disability, whereby the NEO's employment is terminated due to a total and permanent disability, the RPSU award will vest in full at the target level and the common stock underlying the award will be issued to the NEO or in the case of death, the NEO's legal representatives, heirs, legatees, or distributees. A qualifying retirement occurs in the event that an NEO, who is at least 55 years of age at the time of retirement, retires with more than 10 years of service to the Company. In such event, if the retirement occurs at least 12 months after the grant date, the final RPSU award will continue to vest throughout the remainder of the performance period. In addition to these rights, SVPs who are such at the time of grant are also entitled to a pro-rata award in the event of an eligible termination, which means an involuntary termination of service in connection with the sale of a business segment, restructuring or reduction in workforce.

## RESTRICTED STOCK UNITS

Each RSU represents the right to receive one share of common stock as of the vesting date for the award. RSU awards granted in 2019 vest ratably, meaning that one-third of the award vests each year on the anniversary of the grant date, over a three-year period. If the NEO's employment is terminated as a result of a change-in-control, an RSU award vests in full upon the later of such change-in-control or termination of employment and the common stock underlying the RSU shall be issued and delivered to the NEO. Any unvested portion of the RSU award is forfeited if the NEO's employment is terminated for any reason other than death of the NEO, a qualifying disability, a qualifying retirement, or, with respect to an NEO who is a SVP at the time of grant, an eligible termination (as described below), including, without limitation, termination of service as a result of voluntary resignation or termination for cause. In the event of a termination of service by reason of death or a qualifying

disability, whereby the NEO's employment is terminated due to a total and permanent disability, the RSU award will vest in full and the common stock underlying the award will be issued to the NEO or in the case of death, the NEO's legal representatives, heirs, legatees, or distributees. A qualifying retirement occurs in the event that an NEO, who is at least 55 years of age at the time of retirement, retires with more than 10 years of service to the Company. In such event, if the retirement occurs at least 12 months after the grant date, the unvested portion of an RSU award will continue to vest according to the vesting schedule. In addition to these rights, SVPs who are such at the time of the grant are also entitled to a pro-rata award in the event of an eligible termination, which means an involuntary termination of service in connection with the sale of a business segment, restructuring or reduction in workforce.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END FOR FISCAL YEAR ENDED DECEMBER 31, 2019

Option Awards					Stock Awards			
							Equity Incentive Plan Awards	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#) <sup>(1)</sup>	Market Value of shares or Units of Stock that Have Not Vested <sup>(\$)</sup>	Number of Unearned Shares that Have Not Vested (#) <sup>(2)</sup>	Market Value of Unearned Shares that Have Not Vested (\$) <sup>(3)</sup>
Mauricio Gutierrez	-	-	-	-	134,452	5,344,467	398,934	15,857,627
Kirkland Andrews	-	-	-	-	34,108	1,355,793	101,304	4,026,834
Elizabeth Killinger	4,500	-	23.87	1/4/2020	26,880	1,068,480	79,723	3,168,989
	4,278	-	19.83	1/3/2021	-	-	-	-
Christopher Moser	-	-	-	-	23,072	917,112	62,019	2,465,255
Brian Curci	-	-	-	-	12,013	477,517	15,845	629,839

<sup>(1)</sup> These amounts represent RSUs vested/vesting as follows:

Name	Number of RSUs vested on 1/2/2020	Number of RSUs vested on 1/3/2020	Number of RSUs vesting on 1/2/2021	Number of RSUs vesting on 1/2/2022
Mauricio Gutierrez	35,808	46,844	35,869	15,931
Kirkland Andrews	9,120	11,869	9,136	3,983
Elizabeth Killinger	7,192	9,324	7,206	3,158
Christopher Moser	7,150	5,601	7,163	3,158
Brian Curci	3,167	4,052	3,172	1,622

<sup>(2)</sup> These amounts represent RPSUs vested/vesting as follows:

Name	Number of RPSUs vested on 1/3/2020	Number of RPSUs vesting on 1/2/2021	Number of RPSUs vesting on 1/2/2022
Mauricio Gutierrez	220,140	97,916	80,878
Kirkland Andrews	55,777	25,305	20,222
Elizabeth Killinger	43,814	19,878	16,031
Christopher Moser	26,320	19,668	16,031
Brian Curci	-	7,610	8,235

<sup>(3)</sup> Assumes achievement at target award levels for 2018 RPSU, 2019 RPSU, and 2020 RPSU awards as discussed in the CD&A. On January 3, 2020, the 2017 RPSU awards vested at 200% of target based on relative TSR performance over the three-year performance period.

## OPTION EXERCISES AND STOCK VESTED FOR FISCAL YEAR ENDED DECEMBER 31, 2019

Name	Option Awards		Stock Awards	
	Number of shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of shares Acquired on Vesting (#) <sup>(1)(3)</sup>	Value Realized on Vesting (\$) <sup>(2)</sup>
Mauricio Gutierrez	-	-	656,901	25,566,011
Kirkland Andrews	-	-	144,003	5,601,665
Elizabeth Killinger	9,922	185,002	127,785	4,972,851
Christopher Moser	20,300	374,764	77,143	3,000,662
Brian Curci	-	-	9,995	383,501

<sup>(1)</sup> Includes shares of DERs that vested and converted to common stock pursuant to underlying awards vested in 2018.

<sup>(2)</sup> Awards and DERs values that vested on January 2, 2019 are based on a share price of \$38.11. Awards and DERs values that vested on January 3, 2019 are based on a share price of \$37.75. Awards and DERs values that vested on January 4, 2019 are based on a share price of \$39.04.

<sup>(3)</sup> Represents the following:

Name	Number of 2016 RSUs vested on January 4, 2019 (#)	Number of DERs vested on January 4, 2019 (#)	Number of 2017 RSUs vested on January 3, 2019 (#)	Number of DERs vested on January 3, 2019 (#)	Number of 2018 RSUs vested on January 2, 2019 (#)	Number of DERs vested on January 2, 2019 (#)	Number of 2016 MSUs vested on January 4, 2019 (#)	Number of DERs vested on January 4, 2019 (#)
Mauricio Gutierrez	136,845	4,230	46,704	465	19,877	76	435,250	13,454
Kirkland Andrews	29,444	910	11,833	118	5,137	19	93,648	2,894
Elizabeth Killinger	26,532	820	9,295	92	4,035	15	84,388	2,608
Christopher Moser	15,662	484	5,584	55	3,992	15	49,812	1,539
Brian Curci	4,236	130	4,040	40	1,544	5	-	-

## PENSION BENEFITS FOR FISCAL YEAR ENDED DECEMBER 31, 2019

None of the NEOs received qualified retirement income benefits for the fiscal year of 2019.

## EMPLOYMENT AGREEMENTS

Mr. Gutierrez serves as the President and CEO of the Company pursuant to the terms of an employment agreement with the Company effective December 3, 2015. The term of the employment agreement will continue until the date that Mr. Gutierrez's employment is terminated by either Mr. Gutierrez or the Company.

Each year, Mr. Gutierrez's base salary will be reviewed and may be increased by the Board. The Board may decrease Mr. Gutierrez's base salary solely in the case of an across the board adjustment for senior executives, but not in excess of the same percentage as other senior executives as a group. Pursuant to the terms of the employment agreement, for the 2019 fiscal year, Mr. Gutierrez is eligible to receive an annual incentive award with a target amount of up to 125% of his base salary, and an additional maximum incentive award with a target amount of up to 125% of his base salary, each based upon the achievement of criteria determined at the beginning of the fiscal year by the Compensation Committee with input from Mr. Gutierrez.

The employment agreement also provides that Mr. Gutierrez is eligible to participate in the Company's LTIP in accordance with its terms. For the 2020 fiscal year, Mr. Gutierrez's target LTIP award is 425% of his base salary. Mr. Gutierrez is also entitled to health, welfare and retirement benefits, term life insurance of \$7.75 million, five weeks paid vacation, and coverage under the Company's director and officer liability insurance coverage, in addition to reimbursement of reasonable business expenses, financial planning expenses, and disability insurance premiums. Mr. Gutierrez's employment agreement also entitles him to certain severance payments and benefits in the event his employment terminates under certain circumstances. These severance payments and benefits are described and quantified under the section "Severance and Change-in-Control" below. In addition, under the employment agreement, the Company has agreed to indemnify Mr. Gutierrez against any claims arising as a result of his position with the Company to the maximum extent permitted by law.

The Company has not entered into employment agreements with NEOs other than Mr. Gutierrez.

## SEVERANCE AND CHANGE-IN-CONTROL

### MR. GUTIERREZ

Pursuant to his employment agreement, Mr. Gutierrez may be entitled to severance payments and benefits in the event of termination of employment, including termination following a change-in-control.

In the event Mr. Gutierrez's employment with the Company is terminated by the Company "without cause" or by Mr. Gutierrez for "good reason" (including a reduction of his base salary), Mr. Gutierrez will be entitled to two times his base salary (without regard for any reduction of base salary); 50% of the bonus he would have received upon satisfaction of the underlying performance conditions, prorated for the number of days he was employed with the Company in the year of termination; reimbursement for COBRA benefits continuation cost for 18 months; and earned but unpaid base salary, bonuses, deferred compensation, vacation pay, and retirement benefits.

In the event Mr. Gutierrez's employment with the Company is terminated by the Company "without cause" or by Mr. Gutierrez for "good reason" (including a reduction on his base salary), each within 24 months following a change-in-control, in lieu of the above severance benefits, Mr. Gutierrez will be entitled to three times the sum of (i) his base salary (without regard for any reduction of base salary) and (ii) his target annual bonus for the year of termination. Mr. Gutierrez will also be entitled to a payment equal to the bonus he would have received upon satisfaction of the underlying performance conditions, prorated for the number of days he was employed with the

Company in the year of termination; reimbursement for COBRA benefits continuation cost for 18 months; and earned but unpaid base salary, bonuses, deferred compensation, vacation pay, and retirement benefits.

In the event Mr. Gutierrez's employment with the Company is terminated due to his death or disability, Mr. Gutierrez (or his estate) will be entitled to receive 50% of the target annual bonus, prorated for the number of days he was employed with the Company in the year of termination; earned but unpaid base salary, bonuses, deferred compensation, vacation pay and retirement benefit.

As the Company has eliminated all tax gross-ups for all NEOs, if an excise tax under section 4999 of Internal Revenue Code (Code) would be triggered by any payments under the employment agreement or otherwise upon a change-in-control, the Company will either (a) pay Mr. Gutierrez any amounts subject to section 4999 of the Code (and Mr. Gutierrez will be responsible for the excise tax), or (b) reduce such payments so that no amounts are subject to section 4999 of the Code, whichever results in a better after-tax amount for Mr. Gutierrez (known as the "best net" approach).

Under Mr. Gutierrez's employment agreement, Mr. Gutierrez agrees not to divulge confidential information and, during and for a period of one year after the termination of the employment agreement, disparage or compete with the Company, or solicit the customers or employees of the Company.

## ALL OTHER NEOs

Under the CIC Plan, the NEOs other than Mr. Gutierrez are entitled to a general severance benefit equal to 1.5 times base salary in the event of involuntary termination without cause payable in a lump sum amount and reimbursement for COBRA benefits continuation cost for a period of 18 months.

The CIC Plan also provides a change-in-control benefit in the event that, within six months prior to or 24 months following a change-in-control, NEO employment is either involuntarily terminated by the Company without cause or voluntarily terminated by the executive for good reason. The change-in-control benefit consists of an amount equal to 2.99 and 2.0 for Executive Vice Presidents and Senior Vice Presidents, respectively, times the sum of the executive's base salary plus the annual target incentive for the year of termination, payable in a lump sum amount; an amount equal to the NEO's target bonus for the year of termination, prorated for the number of days during the performance period that the NEO was employed by the Company; and reimbursement for COBRA benefits continuation cost for a period of 18 months. In the event of a change-in-control, vesting of equity awards will not accelerate unless the NEO is terminated in connection with the change-in-control.

As with Mr. Gutierrez's employment agreement, under the CIC Plan, the applicable executive agrees not to divulge confidential information and, during and for a period of one year after the termination of the employment agreement, disparage or compete with the Company, or solicit the customers or employees of the Company.

In general, a "change-in-control" occurs in the event: (a) any person or entity becoming the direct or indirect beneficial owner of 50% or more of the Company's voting stock, (b) directors serving on the Board as of a specified date cease to constitute at least a majority of the Board unless such directors are approved by a vote of at least two-thirds (2/3) of the incumbent directors, provided that a person whose assumption of office is in connection with an actual or threatened election contest or actual or threatened solicitation of proxies including by reason of agreement intended to avoid or settle such contest shall not be considered to be an incumbent director, (c) any reorganization, merger, consolidation, sale of all or substantially all of the assets of the Company or other transaction is consummated and the previous stockholders of the Company fail to own at least 50% of the combined voting power of the resulting entity or (d) the stockholders approve a plan or proposal to liquidate or dissolve the Company.

An involuntary termination for "cause" means the NEO's termination by the Company because of (i) the NEO's conviction of, or agreement to a plea of nolo contendere to, a felony or other crime involving moral turpitude,

(ii) willful failure to perform his or her duties or willful gross neglect or willful gross misconduct, (iii) the NEO's performance of any material act of theft, fraud, malfeasance or dishonesty, (iv) the NEO's breach of any written agreement between the NEO and the Company or a violation of the Company's code of conduct or other written policies, and (v) any material breach of the NEO's obligations to the Company with respect to confidentiality, non-competition, non-solicitation and non-disparagement. An involuntary termination for any other reason is without "cause." A voluntary termination for "good reason" means the resignation of the NEO in the event of a material reduction in his or her compensation or benefits, a material diminution in his or her title, authority, duties or responsibilities, or the failure of a successor to the Company to assume the CIC Plan. In the case of Mr. Gutierrez only, "good reason" also includes any material failure by the Company to comply with his employment agreement, his removal from the Board, the failure to elect him to the Board during any regular election, or a change in reporting structure of the Company requiring Mr. Gutierrez to report to anyone other than the Board. The amount of compensation payable to each NEO in each circumstance is shown in the table below, assuming that termination of employment occurred as of December 31, 2019, and including payments that would have been earned as of such date. However, the amounts shown below do not include benefits payable under the 401(k) plan.

Named Executive Officer	Involuntary Termination Not for Cause (\$)	Voluntary Termination for Good Reason (\$)	Involuntary Not for Cause or Voluntary for Good Reason following a Change-in-Control (\$)	Death (\$)	Disability (\$)
<b>Mauricio Gutierrez</b>	3,443,194	3,443,194	31,827,669	22,209,475	22,209,475
<b>Kirkland Andrews</b>	1,066,718	1,066,718	9,624,528	6,122,851	6,122,851
<b>Elizabeth Killinger</b>	852,017	852,017	7,582,811	4,687,067	4,687,067
<b>Christopher Moser</b>	2,133,972 <sup>(1)</sup>	2,133,972 <sup>(1)</sup>	5,703,723	3,820,841	3,820,841
<b>Brian Curci</b>	1,415,764 <sup>(1)</sup>	1,415,764 <sup>(1)</sup>	2,379,560	1,344,302	1,344,302

<sup>(1)</sup> Includes outstanding equity issued to the individual as an SVP, which contain termination provisions as described in more detail in the section of this CD&A entitled "Long-Term Incentive Compensation."

## CEO PAY RATIO

We believe our executive compensation program must be internally consistent and equitable to motivate our employees to create stockholder value. We monitor the relationship between the compensation of our executive officers and the compensation of our non-managerial employees. For 2019, the total compensation of Mauricio Gutierrez, our President and CEO, of \$9,146,053, as shown in the Summary Compensation Table (CEO Compensation), was approximately 80 times the total compensation of a median employee, calculated in the same manner, of \$114,883.

We calculated the ratio of the pay of our CEO to that of our median employee as permitted under SEC rules. As of December 31, 2019, we and our consolidated subsidiaries had 4,613 employees in the United States and 213 employees located in Australia. As allowed under Item 402 of Regulation S-K, we excluded the 213 employees in Australia from our median employee determination, which represented less than 5% of our total employees.

For purposes of determining the median employee, we compared the total taxable wages as reported on each employee's Form W-2, as of December 31, 2019, for all individuals, other than our CEO, who were employed by us on December 31, 2019 (whether employed on a full-time, part-time, or seasonal basis). We then identified a median employee from that group for purposes of preparing the ratio of CEO pay to median employee pay. We calculated the compensation for our median employee based upon the same components of compensation used to determine CEO Compensation. We believe that the ratio of CEO Compensation to that of this median employee is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. Given the different methodologies that various public companies will use to determine an estimate of their pay ratio, the estimated ratio reported above should not be used as a basis for comparison between companies.

## REALIZED PAY IN 2019

NEO compensation for 2019 consisted of (i) base salary, earned and paid during the 2019 fiscal year, (ii) short-term incentive compensation pursuant to our AIP earned during the 2019 fiscal year, (iii) RSU awards that were granted in January 2017 and vested ratably over the three-year period, (iv) approximately two-thirds of RSUs that were granted in January 2018 and vested ratably in 2019 and 2020, (v) approximately one-third of RSUs that were granted in January 2019 and vested in 2020, and (vi) RPSU awards that were granted in January 2017, whose realized value at the end of the three-year performance period (January 3, 2020) was based upon the Company's relative TSR performance over the three-year performance period following the grant date.

The Compensation Committee believes that in 2019, the Company's compensation of its NEOs was aligned with our stock performance and our stockholder interests. During the three-year period of January 1, 2017 through December 31, 2019, the Company's TSR increased 228% with an accompanying increase of \$7.5 billion in market capitalization.

By way of comparison, the CEO's target compensation over this period was \$9.1 million comprised of \$1.3 million in 2019 base salary, \$1.6 million with respect to the CEO's 2019 target AIP Award, \$2.7 million in GDFV for the CEO's 2017 target RPSU award, and \$3.5 million of GDFV in RSU awards. The RSU GDFV includes the full value of the 2017 ratable vesting RSU award, two-thirds of the 2018 ratable vesting RSU award, and one-third of the 2019 ratable vesting RSU award. The CEO's realized compensation was \$27.8 million comprised of \$1.3 million in 2019 base salary, \$2.3 million in 2019 realized AIP Award, \$17 million in RPSU vested value, and \$7.1 million in RSU vested value. Over 95% of the incremental difference between CEO target and realized value is driven by NRG's exceptional TSR performance over the period.

## Compensation Committee Report on Executive Compensation

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis included in this Proxy Statement required by Item 402(b) of Regulation S-K with management and, based upon such review and discussion, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

### **Compensation Committee:**

E. Spencer Abraham, Chair

Antonio Carrillo

Heather Cox

Anne C. Schaumburg

## Compensation Committee Interlocks and Insider Participation

No member of our Compensation Committee has served as one of our officers or employees at any time. None of our executive officers serves as a member of the compensation committee of any other company that has an executive officer serving as a member of the Board. None of our executive officers serves as a member of the board of directors of any other company that has an executive officer serving as a member of our Compensation Committee.

# Audit Committee Report

The primary purpose of the Audit Committee is to assist the Board in its general oversight of the Company's financial reporting process. The Audit Committee's function is more fully described previously in this Proxy Statement and in its charter. The Audit Committee reviews the charter on an annual basis. The Board annually reviews the New York Stock Exchange listing standards' definition of independence for audit committee members and has determined that each member of the Audit Committee meets that standard. The Board has also determined that two of the three members of the Audit Committee, Anne C. Schaumburg and Antonio Carrillo, met the requirements of an "audit committee financial expert." The Board has further determined that Matthew Carter, Jr. met the "financial literacy" requirements set forth in the listing standards under the New York Stock Exchange.

Management is responsible for the preparation, presentation, and integrity of the Company's financial statements, accounting and financial reporting principles, internal controls and procedures designed to ensure compliance with accounting standards, applicable laws, and regulations. The Company's independent registered public accounting firm for the fiscal year 2019, KPMG LLP, is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with generally accepted accounting principles and auditing the Company's internal control over financial reporting.

The Audit Committee has reviewed and discussed the audited financial statements of the Company for the fiscal year ended December 31, 2019 with the Company's management and has discussed with KPMG LLP the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (PCAOB). In addition, KPMG LLP has provided the Audit Committee with the written disclosures and the letter required by Statement on the PCAOB Auditing Standard No. 1301, "Communication with Audit Committees," and the Audit Committee has discussed with KPMG LLP their independence. The Audit Committee also reviewed, and discussed with management and KPMG LLP, management's report and KPMG LLP's report and attestation on internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002.

Based on these reviews and discussions, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, for filing with the Securities and Exchange Commission.

**Audit Committee:**

Anne C. Schaumburg, Chair

Antonio Carrillo

Matthew Carter, Jr.

# Independent Registered Public Accounting Firm

## AUDIT AND NON-AUDIT FEES

The following table presents fees for professional services rendered by KPMG LLP, our principal independent registered public accounting firm, for the years ended December 31, 2018, and December 31, 2019.

	Year Ended December 31,	
	2019	2018
	(In thousands)	
Audit Fees	\$ 8,081	\$ 12,301
Audit-Related Fees	—	—
Tax Fees	2,831	4,980
All Other Fees	—	—
<b>Total</b>	<b>\$ 10,912</b>	<b>\$ 17,281</b>

## AUDIT FEES

For 2019 and 2018 audit services, KPMG LLP billed us approximately \$8,081,000 and \$12,300,900, respectively, for the integrated audit of the Company's annual consolidated financial statements, internal control over financial reporting, and the review of the Company's quarterly consolidated financial statements on Form 10-Q that are customary under the standards of the Public Company Accounting Oversight Board (United States), and in connection with subsidiary financial statement audits. The audit fees for 2019 include approximately \$1,275,000 of audit fees incurred by NRG South Central Generating LLC as part of the Company's sale of its South Central portfolio to Cleco Corporate Holdings LLC, which amounts were paid directly by Cleco Corporate Holdings LLC. The audit fees for 2018 include approximately \$2,510,400 of audit fees incurred by Clearway and certain of its consolidated subsidiaries, which amounts were paid directly by Clearway or such consolidated subsidiary, as applicable.

## AUDIT-RELATED FEES

No audit-related fees were billed to us by KPMG LLP for 2019 and 2018.

## TAX FEES

Tax fees relate to services provided for tax compliance, tax planning, advice on mergers and acquisitions, technical assistance, and advice on both domestic and international matters. For 2019 and 2018 tax services, KPMG LLP billed us approximately \$2,830,700 and \$4,980,062, respectively.

## ALL OTHER FEES

There were no other fees billed to us by KPMG LLP for 2019 and 2018.

## POLICY ON AUDIT COMMITTEE PRE-APPROVAL

The Audit Committee is responsible for appointing, setting compensation for, and overseeing the work of the independent registered public accounting firm. The Audit Committee has established a policy regarding pre-approval of all audit and permissible non-audit services provided by the independent registered public accounting firm.

The Audit Committee annually reviews and pre-approves services that are expected to be provided by the independent registered public accounting firm. The term of the pre-approval is 12 months from the date of the pre-approval, unless the Audit Committee approves a shorter time period. The Audit Committee may periodically amend and/or supplement the pre-approved services based on subsequent determinations.

Unless the Audit Committee has pre-approved Audit Services or a specified category of non-audit services, any engagement to provide such services must be pre-approved by the Audit Committee if it is to be provided by the independent registered public accounting firm. The Audit Committee must also pre-approve any proposed services exceeding the pre-approved budgeted fee levels for a specified type of service.

The Audit Committee has authorized its Chair to pre-approve services in amounts up to \$500,000 per engagement. Engagements exceeding \$500,000 must be approved by the full Audit Committee. Engagements pre-approved by the Chair are reported to the Audit Committee at its next scheduled meeting.

# Questions and Answers

## WHAT IS THE PURPOSE OF THE ANNUAL MEETING?

The purpose of the Annual Meeting is to:

1. elect ten directors;
2. approve, on a non-binding advisory basis, the Say on Pay Proposal;
3. ratify the KPMG LLP Appointment Proposal; and
4. conduct such other business as may properly come before the Annual Meeting and any adjournment or postponement.

Other than these proposals, the Board is not aware of any other matters to be presented for a vote at the Annual Meeting.

## WHO IS ENTITLED TO VOTE AT THE ANNUAL MEETING?

All of our stockholders may attend the Annual Meeting. However, only stockholders who owned our common stock at the close of business on March 2, 2020, the record date for the Annual Meeting, or their duly appointed proxies, are entitled to vote at the Annual Meeting.

Many stockholders hold their shares through a stockbroker, bank, trustee, or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially:

- **Stockholder of Record** — If your shares are registered directly in your name with our transfer agent, Computershare, you are considered the stockholder of record of those shares.
- **Beneficial Owner** — If your shares are held in a stock brokerage account, or by a bank, trustee, or other nominee, you are considered the beneficial owner of shares held in "street name." As the beneficial owner, you have the right to direct your broker, trustee or nominee on how to vote and you are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you follow the procedures of your broker, trustee or nominee for obtaining a legal proxy. Your broker, trustee, or nominee is obligated to provide you with a voting instruction card for you to use to vote in person at the annual meeting.

## HOW MANY VOTES DO I HAVE?

You have one vote for each share of our common stock you owned as of the record date for the Annual Meeting.

## WHAT ARE THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS?

The Board recommends a vote:

1. **FOR** the election of the director nominees;
2. **FOR** the approval, on a non-binding advisory basis, of the Say on Pay Proposal; and
3. **FOR** the ratification of the KPMG LLP Appointment Proposal.

If you grant a proxy and any additional matters are properly presented for a vote at the Annual Meeting, either of the persons named as proxy holders, Mauricio Gutierrez or Christine A. Zoino, will have the discretion to vote your shares.

## HOW MANY VOTES MUST BE PRESENT TO HOLD THE ANNUAL MEETING?

We will have a quorum, and will be able to conduct the business of the Annual Meeting, if the holders of a majority of the outstanding shares of our common stock entitled to vote at the Annual Meeting are represented in person or by proxy at the Annual Meeting. As of the record date, 250,541,807 shares of our common stock, representing the same number of votes, were outstanding. The presence of the holders of at least 125,270,905 shares of our common stock will be required to establish a quorum. Both abstentions and broker non-votes, if any, are counted as present for determining the presence of a quorum. For more information regarding the treatment of abstentions and broker non-votes, see "What are abstentions and broker non-votes and how are they treated?"

## WHAT VOTE IS REQUIRED TO APPROVE EACH PROPOSAL?

Proposal	Treatment of Abstentions	Treatment of Broker Non-Votes
1. Election of Directors	Not considered votes properly cast and therefore will have no effect on this proposal.	No effect on this proposal.
2. Say on Pay Proposal	Counted toward the tabulation of votes on this proposal and will have the same effect as a vote AGAINST this proposal.	No effect on this proposal.
3. Ratification of KPMG LLP's Appointment	Counted toward the tabulation of votes on this proposal and will have the same effect as a vote AGAINST this proposal	Not applicable since brokers have discretionary authority to vote on this proposal.

1. **Election of Directors** — The nominees for election as directors at the Annual Meeting will be elected by a majority of the votes cast at the Annual Meeting. A majority of the votes cast means that the number of shares voted "FOR" the director nominee must exceed the number of votes cast "AGAINST" that director nominee. In a contested election, each director nominee will be elected by the vote of a plurality of the shares represented in person or by proxy at the Annual Meeting and entitled to vote on the election of directors. This means that the director nominees who receive the most votes will be elected to fill the available seats on the Board.
2. **Say on Pay Proposal** — This proposal requires the affirmative vote of a majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal. While this is an advisory vote, the Board and the Compensation Committee value the opinions of stockholders and if there are a significant number of votes against this proposal, the Board and the Compensation Committee will consider stockholders' concerns and evaluate actions necessary to address those concerns.
3. **Ratification of the KPMG LLP Appointment Proposal** — This proposal requires the affirmative vote of a majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal. If the selection of KPMG LLP as our independent registered public accounting firm is not ratified, the Audit Committee will reconsider its selection.

## WHAT ARE ABSTENTIONS AND BROKER NON-VOTES AND HOW ARE THEY TREATED?

An abstention occurs when a stockholder abstains from voting or does not vote on a proposal. A "broker non-vote" occurs when a broker has not received voting instructions from the beneficial owner and the broker does not have discretionary authority to vote the shares because the proposal is non-routine. Brokers who do not receive instructions from the beneficial owner are entitled to vote on the ratification of KPMG LLP's appointment for the 2020 fiscal year, but not on the other proposals. Broker non-votes and abstentions, if any, will be treated as follows with respect to votes on each of the proposals:

## HOW DO I VOTE?

If you hold shares directly as the stockholder of record, you may vote by granting a proxy or, if you hold shares in street name (through a bank, broker, trustee or other nominee), by submitting voting instructions to your bank, broker, trustee, or nominee. You may vote over the Internet, by telephone, by mail if you have a paper copy of the proxy materials, or in person at the Annual Meeting. Please refer to the summary instructions below and those included on your proxy card or, for shares held in street name, the voting instruction card included by your bank, broker, trustee, or nominee.

- **Vote by Internet:** If you have Internet access, you may submit your proxy from any location in the world 24 hours a day, 7 days a week, up until 11:59 p.m., Eastern Time on April 29, 2020 by visiting the website provided on the Notice of Internet Availability of Proxy Materials (Notice of Availability) or voting instruction card. If you vote by using the Internet, you do not need to return your proxy card or voting instruction card.
- **Vote by Telephone:** You may use any touch-tone telephone to vote your proxy toll-free 24 hours a day, 7 days a week, up until 11:59 p.m., Eastern Time on April 29, 2020. The telephone number is printed on your proxy card or voting instruction card. If you vote by telephone, you do not need to return your proxy card or voting instruction card.

- **Vote by Mail:** If you received or requested a paper copy of the materials, you may submit your proxy by signing your proxy card or, for shares held in street name, the voting instruction card included by your broker, trustee, or nominee, and mailing it in the enclosed, postage-paid, addressed envelope. If you provide specific voting instructions, your shares will be voted as you instruct. If you sign, but do not provide instructions, your shares will be voted as the Board recommends. Mark, sign and date your proxy card and return it in the postage-paid envelope provided as soon as possible as it must be received by the Company prior to April 30, 2020, the Annual Meeting date.
- **Vote In Person:** For information on how record holders and beneficial owners of shares held in street name can vote in person, please refer to "How can I vote at the Annual Meeting if I attend in person?" below. Record holders, beneficial owners and legal proxy holders should also refer to "What should I bring to the Annual Meeting if I attend in person?" below for the Annual Meeting admission and voting requirements. Stockholders holding shares in a joint account may attend the meeting if they provide proof of joint ownership, and if each Stockholder follows the admission requirements described below.

## MAY I CHANGE MY VOTE?

You may change your proxy instructions or revoke your proxy at any time prior to the vote at the Annual Meeting. For shares held directly in your name, you may accomplish this by: (a) delivering a written notice of revocation bearing a later date than the proxy being revoked, (b) signing and delivering a later dated written proxy relating to the same shares, or (c) attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy). For shares held in street name, you may change your vote by submitting new voting instructions to your bank, broker, trustee, or nominee, or by obtaining a legal proxy from your broker and voting your shares by ballot at the Annual Meeting.

## WHAT SHOULD I BRING TO THE ANNUAL MEETING IF I ATTEND IN PERSON?

Registration for the Annual Meeting will begin at 8 a.m., Central Time. Please allow ample time for check-in. No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the Annual Meeting. For admission to the Annual Meeting, all individuals attending must provide personal identification (such as a driver's license or passport), as well as the following:

**If you are a record holder (i.e., you hold your shares through our transfer agent, Computershare),** you must bring either a copy of the proxy card you received as part of your proxy materials, a copy of your Computershare account statement indicating your ownership of our common stock as of the record date, or the Notice of Availability, if you received one.

**If you hold your shares in street name (i.e., through a bank, broker, trustee or other nominee),** you must bring either the voting instruction card you received from your bank, broker, trustee or other nominee as part of your proxy materials, a copy of your brokerage statement indicating your ownership of our common stock as of the record date, or the Notice of Availability, if you received one.

**If you are not a stockholder, but are attending the meeting as proxy for a stockholder,** you must bring a valid legal proxy. If you attend as a proxy for a record holder, you must present a valid legal proxy from the record holder to you. If you attend as a proxy for a street name holder, you must present a valid legal proxy from the record holder (i.e., the bank, broker, trustee or other nominee) to the street name holder that is assignable, as well as a valid legal proxy from the street name holder to you. Stockholders may only appoint one proxy holder to attend the Annual Meeting on their behalf.

## HOW CAN I VOTE AT THE ANNUAL MEETING IF I ATTEND IN PERSON?

**Beneficial Owners** - If you are a beneficial owner of shares held in street name and **wish to vote your shares in person at the Annual Meeting**, you will need to ask your bank, broker, trustee or other nominee to furnish you with a legal proxy. You will need to bring proof of ownership as described above and the legal proxy with you to the Annual Meeting and hand it in with a signed ballot that will be provided to you at the Annual Meeting. You will not be able to vote your shares at the Annual Meeting without a legal proxy. If you do not have a legal proxy, you can still attend the Annual Meeting but you will not be able to vote your shares at the Annual Meeting. Accordingly, we encourage you to vote your shares in advance, even if you intend to attend the Annual Meeting. Please note that if you request a legal proxy, any previously executed proxy will be revoked, and your vote will not be counted unless you appear at the Annual Meeting and vote in person or legally appoint another proxy to vote on your behalf.

**Record Holders** - If you are a record holder and wish to vote your shares in person at the Annual Meeting, you will need to bring proof of ownership as described above and a ballot will be provided to you at the Annual Meeting.

## WHAT HAPPENS IF I DO NOT PROVIDE INSTRUCTIONS AS TO HOW TO VOTE?

If you sign your proxy card or voting instruction card with no further instructions, your shares will be voted in accordance with the recommendations of the Board.

## WHERE CAN I OBTAIN THE LIST OF STOCKHOLDERS ENTITLED TO VOTE?

The names of stockholders of record entitled to vote at the Annual Meeting will be available at the Annual Meeting and for 10 days prior to the Annual Meeting for any purpose germane to the Annual Meeting, between the hours of 8:30 a.m. and 5:00 p.m., Eastern Time, at our principal executive offices at 804 Carnegie Center, Princeton, New Jersey 08540. Please contact our Corporate Secretary if you wish to review the list of stockholders at our principal executive offices.

## WHO PAYS THE COST OF SOLICITATION OF PROXIES?

We will pay for the cost of preparing, assembling, printing, mailing and distributing these proxy materials. Our directors, officers and employees may solicit proxies or votes in person, by telephone, or by electronic communication. Such individuals will not receive any additional compensation for these solicitation activities. We have retained MacKenzie Partners, Inc. to assist us in soliciting your proxy for an estimated fee of \$27,500, plus reasonable out-of-pocket expenses. We will also reimburse brokerage houses and other custodians, nominees, and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and any other solicitation materials to beneficial owners of our common stock.

## WHO IS THE COMPANY'S TRANSFER AGENT?

Our transfer agent is Computershare. All communications concerning stockholder inquiries can be handled by contacting NRG Energy, Inc. c/o Computershare, Computershare Investor Services, P.O. Box 505000, Louisville, Kentucky 40233-5000, or by telephone at 1-877-498-8861, or 1-781-575-2725 (outside the U.S. and Canada), or (800) 952-9245 (Hearing Impaired-TTY). Their website is: <http://www.computershare.com>. Certificates for transfer and address changes should be sent to: Computershare, P.O. Box 505000, Louisville, Kentucky 40233-5000.

## WHY DID I RECEIVE A ONE-PAGE NOTICE IN THE MAIL REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIALS INSTEAD OF A FULL SET OF PROXY MATERIALS?

Pursuant to rules adopted by the SEC, we are using the Internet as the primary means of furnishing proxy materials to stockholders. Accordingly, we are sending a Notice of Availability to our stockholders. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice of Availability or request a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice of Availability. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact of our annual meetings.

## WHERE CAN I FIND DIRECTIONS TO THE ANNUAL MEETING?

Directions to the Annual Meeting can be found on <https://jwmarriotthotelhouston.com>.

## WHAT IS "HOUSEHOLDING"?

We have adopted a procedure approved by the SEC called "householding." Under this procedure, multiple stockholders who share the same last name and address and do not participate in electronic delivery will receive only one copy of the proxy materials or the Notice of Availability. We have undertaken householding to reduce our printing costs and postage fees. Stockholders may elect to receive individual copies of the proxy materials or Notice of Availability at the same address by contacting Broadridge Financial Solutions, Inc. by telephone at 1-866-540-7095, by mail at Broadridge Financial Solutions, Inc., Household Department, 51 Mercedes Way, Edgewood, New York 11717, or by e-mail at [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). Stockholders who are receiving individual copies of such materials and who would like to receive single copies at a shared address may contact Broadridge Financial Solutions, Inc. with this request by using the contact information provided above.

## HOW CAN I REQUEST ADDITIONAL MATERIALS?

Stockholders may request additional copies of the proxy materials or Notice of Availability by contacting Broadridge Financial Solutions, Inc. by telephone at 1-800-579-1639 or by e-mail at [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com).

## WHOM SHOULD I CALL IF I HAVE QUESTIONS ABOUT THE ANNUAL MEETING?

If you have any questions or need any assistance in voting your shares, please contact our proxy solicitor:

### **MacKenzie Partners, Inc.**

1407 Broadway,  
New York, New York 10018

Toll Free: (800) 322-2885  
Collect: (212) 929-5500

Fax: (212) 929-0308

Email: [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com)

# Stockholder Proposals and Director Nominations for the 2021 Annual Meeting of Stockholders

## STOCKHOLDER PROPOSALS FOR INCLUSION IN THE PROXY MATERIALS FOR THE 2021 ANNUAL MEETING OF STOCKHOLDERS

In order for a stockholder proposal to be considered for inclusion in our proxy materials for the 2021 Annual Meeting of Stockholders (2021 Annual Meeting), our Corporate Secretary must receive the proposal no later than the close of business on November 16, 2020, the 120th day prior to the first anniversary of the date on which this Proxy Statement was first released to our stockholders in connection with this year's Annual Meeting. If we change the date of the 2021 Annual Meeting by more than 30 days from the anniversary of this year's Annual Meeting, stockholder proposals must be received a reasonable time before we begin to print and mail the proxy materials for the 2021 Annual Meeting in order to be considered for inclusion in the proxy materials.

Proposals must be sent via registered, certified, or express mail (or other means that allows the stockholder to determine when the proposal was received by the Corporate Secretary) to the Corporate Secretary, NRG Energy, Inc., 804 Carnegie Center, Princeton, New Jersey 08540. Proposals must contain the information required under our Bylaws, a copy of which is available upon request to our Corporate Secretary, and also must comply with the SEC's regulations regarding the inclusion of stockholder proposals in company-sponsored proxy materials.

## DIRECTOR NOMINEES FOR INCLUSION IN THE PROXY MATERIALS FOR THE 2021 ANNUAL MEETING OF STOCKHOLDERS (PROXY ACCESS)

Eligible stockholders who do not seek to use the advance notice provisions for nomination of directors in Article II, Section 11 of our Bylaws as described below, but who instead intend to nominate a person for election as director under the proxy access provision in our Bylaws for inclusion in our proxy materials for the 2021 Annual Meeting, must comply with the requirements set forth in Article II, Section 15 of our Bylaws and summarized below:

- **Stockholder Eligibility to Submit Nominees:** A stockholder, or group of up to 20 stockholders, continuously owning at least 3% of our outstanding common stock for a period of at least three years prior to the date of the nomination may submit director nominations for inclusion in our proxy materials for the 2021 Annual Meeting.
- **Number of Nominees:** An eligible stockholder or group of stockholders (as described above) may nominate directors constituting up to 20% of the Board.
- **Deadline:** For the 2021 Annual Meeting, our Corporate Secretary must receive the nomination between October 17, 2020 and the close of business on November 16, 2020. If the 2021 Annual Meeting is held earlier than March 31, 2021 or later than May 30, 2021, the nomination must be received by the later of the close of business on (a) the date that is 150 days prior to such annual meeting or (b) the 10th day following the announcement of the date of such annual meeting.
- **Nomination Information:** The nomination must contain the information required by Article II, Section 15 of the Bylaws, a copy of which is available upon request to our Corporate Secretary.

If the stockholder does not meet the applicable deadlines or comply with the requirements of Article II, Section 15 of our Bylaws, we may omit the nomination from our proxy materials for the 2021 Annual Meeting.

## STOCKHOLDER PROPOSALS AND BUSINESS TO BE BROUGHT BEFORE THE 2021 ANNUAL MEETING OF STOCKHOLDERS (WITHOUT BEING INCLUDED IN THE PROXY MATERIALS)

Stockholders intending to present a proposal or nominate a director for election at the 2021 Annual Meeting without having the proposal or nomination included in our proxy materials must comply with the requirements set forth in our Bylaws and summarized below.

Our Bylaws require, among other things, that our Corporate Secretary receive the proposal or nomination no earlier than the close of business on the 120th day, and no later than the close of business on the 90th day, prior to the first anniversary of this year's Annual Meeting, unless the 2021 Annual Meeting is more than 30 days before or more than 70 days after such anniversary date. For our 2021 Annual Meeting, our Corporate Secretary must receive the proposal or nomination between December 31, 2020 and the close of business on January 30, 2021. If the 2021 Annual Meeting is held earlier than March 31, 2021 or later than July 9, 2021, the proposal or nomination should be received no earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of (a) the 90th day prior to the date of the 2021 Annual Meeting or (b) the 10th day following the day on which the date of the 2021 Annual Meeting is first publicly announced by the Company.

The proposal or nomination must contain the information required by Article II, Section 11 of the Bylaws, a copy of which is available upon request to our Corporate Secretary. If the stockholder does not meet the applicable deadlines or comply with the requirements of SEC Rule 14a-4, we may exercise discretionary voting authority under proxies we solicit to vote, in accordance with our best judgment, on any such proposal.

## STOCKHOLDER RECOMMENDATIONS FOR DIRECTOR CANDIDATES

The Governance and Nominating Committee will also consider nominations by stockholders who recommend candidates for election to the Board. A stockholder seeking to recommend a prospective candidate for the Committee's consideration may do so by writing to the Corporate Secretary, NRG Energy, Inc., 804 Carnegie Center, Princeton, New Jersey 08540 and by following the requirements to submit nominees discussed under "Stockholder Proposals and Business to be Brought Before the 2021 Annual Meeting of Stockholders (Without Being Included in the Proxy Materials)."



