

**AMENDED AND RESTATED CHARTER OF THE
FINANCE AND RISK MANAGEMENT COMMITTEE (FARM)
OF THE BOARD OF DIRECTORS OF
NRG ENERGY, INC.
(Amended and Restated as of July 28, 2016)**

1. Members. The Board of Directors (the “Board”) of NRG Energy, Inc. (the “Company”) shall appoint a Finance and Risk Management Committee (the “Committee”) of three (3) or more members, consisting of a majority of independent directors, and shall designate one member as chairperson. For purposes hereof, an independent director is a director who meets the definition of “independent director” under the listing standards of the New York Stock Exchange and is affirmatively determined to be “independent” by the Board. Vacancies on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the independent directors of the Board then in office.

2. Purpose, Duties and Responsibilities. The purpose of the Committee is to review the Company’s capital structure, liquidity, financings and other capital markets transactions and oversee management’s process for the identification, evaluation and mitigation of related risks, including insurance programs. In addition, the Committee shall oversee the strategy and performance of risk management programs associated with Company’s marketing and trading of fuel, transportation, energy and related products and services. The Committee shall assist the Audit Committee in its review of guidelines and policies to govern the process of risk assessment and risk management.

The duties and responsibilities of the Committee shall be as follows:

Finance

(a) Review, report and make recommendations to the Board on management recommendations or proposals regarding the Company’s and its subsidiaries’ (i) capital structure, (ii) liquidity, (iii) need for credit or debt or equity financing, (iv) amounts, timing and sources of capital market transactions, and (v) financial hedging and derivative activities.

(b) Review and approve, or authorize 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.

(c) Review and approve, or authorize officers to approve, repurchases, early redemption or other similar actions with respect to the Company’s securities.

(d) Review and approve, or authorize 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.

(e) Review and approve, or authorize officers to approve, the pricing and other terms and conditions of securities offerings which have been reviewed and approved by the Board.

(f) Approve 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.

(g) Review 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.

Risk Management

(a) Oversee 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.

(b) Advise and assist the Audit Committee in its review of the processes by which management and the Committee assess the Company's exposure to risk.

(c) Review and approve all revisions to the Risk Management Policy effecting changes to (i) the Chief Executive Officer Individual Authority Limits, (ii) the Total Portfolio Value at Risk Limit (iii) the Commercial Operations Value at Risk Limit, (iv) Maximum Credit Limits and (v) provisions explicitly stated to require Board or Committee approval to be revised.

(d) Review and approve any amendments to the Charter of the Financial Risk Management Committee.

(e) Review and approve transactions exceeding the CEO's Individual Authority Limits under the Risk Management Policy.

(f) Oversee matters related to the security of and risks related to information technology systems and procedures, including the Company's cybersecurity program and cyber-related risks.

General

(g) Review and approve other matters that may be delegated by the Board.

(h) Annually evaluate the performance of the Committee and the appropriateness of the Committee's charter.

(i) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board deems appropriate.

3. Subcommittees. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

4. Outside Advisors. The 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.

5. Meetings. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Committee constitutes a quorum and, if a quorum is present, any action approved by at least a majority of the members shall represent the valid action of the Committee. The Committee shall maintain minutes of its meetings and records related to those meetings and shall report regularly to the full Board with respect to its activities. It is expected that the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Risk Officer and General Counsel or their functional equivalents will attend meetings of the Committee, however the Committee may meet in executive session at any time it desires. The Committee may act by a majority of its members at a meeting or by unanimous written consent.