



NRG Energy, Inc. Announces Commencement of Change of Control Offers to Purchase Senior Notes of GenOn Energy, Inc.

January 9, 2013

PRINCETON, N.J.--(BUSINESS WIRE)--Jan. 9, 2013-- NRG Energy, Inc. (NYSE: NRG) has commenced change of control offers (the Offers) to purchase any and all of the following outstanding senior notes of GenOn Energy, Inc. (GenOn):

- 7.625% Senior Notes due 2014,
- 7.875% Senior Notes due 2017,
- 9.500% Senior Notes due 2018, and
- 9.875% Senior Notes due 2020.

NRG is offering to purchase any and all of each series of notes at a cash price equal to 101% of the aggregate principal amount of such notes, plus accrued and unpaid interest up to, but not including, the date of purchase. Each of the Offers will expire at 11:59 pm, New York City time, on February 8, 2013 (which is the end of the day on such date), unless extended. Tendered notes may be validly withdrawn on or prior to such date and time. The purchase price will be paid to holders promptly after the date the Offers expire.

NRG reserves the right to terminate, withdraw or amend the Offers at any time subject to applicable law and the indentures and supplemental indentures governing each series of notes. The terms and conditions of the Offers are set forth in Change of Control Notices and Offers to Purchase, dated January 9, 2013 for each series of notes (collectively, the Offers to Purchase) and related Letters of Transmittal.

The Offers are being made pursuant to the change of control provisions of the indentures and supplemental indentures pursuant to which each series of notes were issued. On December 14, 2012, Plus Merger Corporation, a wholly owned subsidiary of NRG merged with and into GenOn (the Merger), with GenOn continuing as the surviving corporation and a wholly owned subsidiary of NRG. The consummation of the Merger constituted a change of control under the indentures and supplemental indentures governing the notes. Following a change of control, the indentures and supplemental indentures require GenOn to make an offer to purchase for cash all of the outstanding notes validly tendered by any holder. Each of the Offers made by NRG is in lieu of GenOn making the offers required by the indentures and supplemental indentures.

The Company has retained Wilmington Trust, National Association to act as the Depositary and Paying Agent. Questions and requests for additional documents may be directed to the Depositary in writing at Wilmington Trust, National Association, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890-1626, Attention: Sam Hamed, by telephone at (302) 636-6181 or by facsimile at (302) 636-4139.

This press release shall not constitute an offer to purchase or a solicitation of an offer to sell the notes. The Offers are made solely by means of the Offers to Purchase and the related Letters of Transmittal for each series of notes. No recommendation is made as to whether holders of the notes should tender their notes.

Forward Looking Statements

This news release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, including, but not limited to, statements about the Offers, plans, expectations, objectives and other future events. Forward-looking statements typically can be identified by the use of words such as "will," "expect," "believe," and similar terms. Additional information concerning other risk factors is contained in NRG's and GenOn's most recently filed Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and other Securities and Exchange Commission filings. Although NRG believes that its expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Many of these risks, uncertainties and assumptions are beyond NRG's ability to control or predict. Because of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. Furthermore, forward-looking statements speak only as of the date they are made, and NRG does not undertake any obligation to update publicly or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this communication. All subsequent written and oral forward-looking statements concerning NRG, GenOn, the Offers or other matters and attributable to NRG, GenOn or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.

Source: NRG Energy, Inc.

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