



NRG Energy, Inc. Announces Cash Tender Offer for Any and All of Its Outstanding 8.50% Senior Notes Due 2019 and 7.625% Senior Notes Due 2019

April 4, 2014

PRINCETON, N.J.--(BUSINESS WIRE)--Apr. 4, 2014-- NRG Energy, Inc. (NYSE:NRG), announced that it has commenced a tender offer to purchase any and all of \$298,548,000 in aggregate principal amount of its outstanding 8.50% senior notes due 2019 (the "8.50% Notes") and \$708,522,000 in aggregate principal amount of its outstanding 7.625% senior notes due 2019 (the "7.625% Notes" and, together with the 8.50% Notes, the "2019 Notes") through a cash tender offer with the net proceeds from NRG's concurrent private placement of \$1,000 million in aggregate principal amount of senior notes due 2024 (the "New Notes"), which was also announced today by NRG, as well as with cash on hand. The tender offer is being made pursuant to offers to purchase and consent solicitation statements and related letters of transmittal, each dated as of April 4, 2014. The tender offer will expire at 11:59 p.m., New York City time, on May 1, 2014 (as such time and date may be extended, the "expiration date").

In connection with the tender offer, NRG is soliciting the consents of holders of the 2019 Notes to certain proposed amendments to the indentures governing the 2019 Notes (the "indentures"). The primary purpose of the consent solicitation and proposed amendments is to eliminate substantially all of the restrictive covenants and certain events of default and related provisions. NRG intends to redeem any 2019 Notes that remain outstanding after the expiration of the tender offer as promptly as practicable after the expiration date in accordance with the terms of the applicable indenture, as such indentures are amended pursuant to the proposed amendments.

Under the terms of the tender offer, holders of the 8.50% Notes that validly tender and do not validly withdraw their 8.50% Notes and consents prior to 5:00 p.m. New York City time on April 17, 2014 (as such time and date may be extended, the "consent date") will receive the "total consideration" of \$1,052.50 per \$1,000 principal amount of notes, which includes the consent payment of \$30.00 per \$1,000 principal amount of notes, plus an amount equal to any accrued and unpaid interest up to, but not including, the initial payment date. Holders of the 8.50% Notes that validly tender their 8.50% Notes after the consent date but on or before the expiration date will receive only the "tender offer consideration" of \$1,022.50 per \$1,000 principal amount of notes, plus an amount equal to any accrued and unpaid interest up to, but not including, the final payment date. Holders of notes tendered after the consent date will not receive the consent payment.

Under the terms of the tender offer, holders of the 7.625% Notes that validly tender and do not validly withdraw their 7.625% Notes and consents prior to the consent date will receive the "total consideration" of \$1,042.00 per \$1,000 principal amount of notes, which includes the consent payment of \$30.00 per \$1,000 principal amount of notes, plus an amount equal to any accrued and unpaid interest up to, but not including, the initial payment date. Holders of the 7.625% Notes that validly tender their 7.625% Notes after the consent date but on or before the expiration date will receive only the "tender offer consideration" of \$1,012.00 per \$1,000 principal amount of notes, plus an amount equal to any accrued and unpaid interest up to, but not including, the final payment date. Holders of 7.625% Notes tendered after the consent date will not receive the consent payment.

This press release does not constitute a notice of redemption under the optional redemption provisions of the indentures governing the 2019 Notes, nor does it constitute an offer to sell, or a solicitation of an offer to buy, any security, including the New Notes, nor does it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

The tender offer is contingent upon the satisfaction of certain conditions, including the condition that NRG shall have raised at least \$1,000 million in gross proceeds from the offering of the New Notes on or prior to the initial payment date. Adoption of the proposed amendments is not a condition to the obligation of NRG to purchase the 2019 Notes under the tender offer. Full details of the terms and conditions of the tender offer and consent solicitation are included in NRG's offers to purchase and consent solicitation statements, dated April 4, 2014.

Requests for documents relating to the tender offer and consent solicitation may be directed to Global Bondholder Services Corporation, the Information Agent, at (866) 488-1500 (Toll-Free) or (212) 430-3774 (Collect). Citigroup Global Markets Inc. will act as Dealer Manager and Solicitation Agent for the tender offer and the consent solicitation. Questions regarding the tender offer and consent solicitation may be directed to Citigroup Global Markets Inc. at 390 Greenwich Street, 1st Floor, New York, New York 10013, Attn: Liability Management Group, (800) 558-3745 (U.S. Toll-Free) or (212) 723-6106 (Collect).

NRG Energy, Inc., a Fortune 500 company headquartered in Princeton, New Jersey, owns and operates one of the country's largest and most diverse power generation portfolios and serves nearly three million retail electricity customers.

Forward-Looking Statements

This communication contains forward-looking statements that may state NRG's or its management's intentions, beliefs, expectations or predictions for the future. Such forward-looking statements are subject to certain risks, uncertainties and assumptions, and typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "forecast," "plan," "believe" and similar terms. 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. Factors that could cause actual results to differ materially from those contemplated above include, among others, risks and uncertainties related to the capital markets generally and whether NRG will offer the New Notes or consummate the offering, the anticipated terms of the New Notes and the anticipated use of proceeds.

The foregoing review of factors that could cause NRG's actual results to differ materially from those contemplated in the forward-looking statements included herein should be considered in connection with information regarding risks and uncertainties that may affect NRG's future results included in NRG's filings with the SEC at www.sec.gov.

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