



## NRG Energy, Inc. Announces Cash Tender Offer for its Outstanding 7.625% Senior Notes due 2018 and Partial Redemption of its Outstanding 7.875% Senior Notes Due 2021

October 4, 2016

PRINCETON, N.J.--(BUSINESS WIRE)--Oct. 4, 2016-- NRG Energy, Inc. (NYSE:NRG) announced today that it has commenced a tender offer to purchase (the "Tender Offer") its 7.625% senior notes due 2018 (the "2018 Notes") for aggregate cash consideration of up to \$200.0 million (the "Tender Cap") at a purchase price determined in accordance with a modified "Dutch auction." NRG also announced today that it gave the required notice under the indenture governing its 7.875% senior notes due 2021 (the "2021 Notes") to redeem for cash \$192.5 million aggregate principal amount of its 2021 Notes (the "Redemption") on November 3, 2016 (the "Redemption Date"). The redemption price for the 2021 Notes will be 103.938% of the principal amount of the 2021 Notes, plus accrued and unpaid interest to the Redemption Date. The Tender Offer and the Redemption will be financed with cash on hand.

The securities and other information related to the Tender Offer are listed in the following table:

Title of Notes	CUSIP Number/ ISIN	Principal Amount Outstanding (in millions)(1)	Total Consideration Bid Range(2)(3)	Early Participation Amount(2)	Tender Cap (in millions)
7.625% Senior Notes due 2018	629377BN1	\$583.8	\$1,055.00-1,077.50	\$30.00	\$200.0

(1) As of October 3, 2016

(2) Per \$1,000 principal amount of 2018 Notes accepted for purchase.

(3) Includes the Early Participation Amount.

Pricing and acceptance in the Dutch auction will be determined according to the procedures described in the offer to purchase. The amounts of 2018 Notes that are purchased in the Tender Offer may be prorated as set forth in the offer to purchase. Tenders of 2018 Notes at a premium outside the applicable bid price range will not be accepted and will not be used in calculating the applicable clearing premium. 2018 Notes tendered on or before the Early Participation Date (as defined below) will have priority in acceptance over 2018 Notes tendered after the Early Participation Date. NRG reserves the right, but is under no obligation, to increase the Tender Cap without extending withdrawal rights, except as required by law.

Holders who validly tender (and do not validly withdraw) their 2018 Notes prior to 5:00 p.m., New York City time, on October 18, 2016 (as such time and date may be extended, the "Early Participation Date") will be eligible to receive the Total Consideration listed in the table above, which includes the "Early Participation Amount" of \$30.00 per \$1,000 principal amount of 2018 Notes accepted for purchase. Holders who validly tender their 2018 Notes after the Early Participation Date and on or prior to the Expiration Date (as defined below) will only be eligible to receive the Total Consideration less the Early Participation Amount. In addition, holders whose 2018 Notes are accepted for purchase will receive a cash payment in an amount equal to any accrued and unpaid interest up to, but not including, the applicable payment date.

Following the Early Participation Date and prior to the Expiration Date, NRG may, but is not obligated to, elect to accept for purchase any 2018 Notes validly tendered (and not validly withdrawn) on or prior to the Early Participation Date (the "Early Payment Date"), subject to the Tender Cap, provided that all conditions to the Tender Offer has been satisfied or waived by NRG. The Early Payment Date will be determined at NRG's option and is currently expected to occur on October 19, 2016. The final payment date, if applicable, will occur promptly following the Expiration Date (as defined below).

The Tender Offer will expire at 11:59 p.m., New York City time, on November 1, 2016 (as such time and date may be extended, the "Expiration Date"). Tendered 2018 Notes may be withdrawn at any time prior to 5:00 p.m., New York City time, on October 18, 2016.

The Tender Offer is subject to the satisfaction or waiver of certain conditions. The Tender Offer is being made pursuant to an offer to purchase and a related letter of transmittal, each dated as of October 4, 2016. The company may amend, extend or terminate the Tender Offer in its sole discretion and subject to applicable law.

Requests for documents relating to the tender offer may be directed to D.F. King & Co., Inc., the Information Agent, at (800) 269-6427 (Toll-Free) or (212) 269-5550 (Collect) or by email at [nrg@dfking.com](mailto:nrg@dfking.com). Credit Suisse will act as Dealer Manager for the tender offer. Questions regarding the tender offer may be directed to the Information Agent or to Credit Suisse at (800) 820-1653 (U.S. Toll-Free) or (212) 325-2476 (Collect).

This press release does not constitute a notice of redemption under the optional redemption provisions of the indentures governing the 2018 Notes or

the 2021 Notes, nor does it constitute an offer to sell, or a solicitation of an offer to buy, any security, nor does it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

### **About NRG**

NRG is the leading integrated power company in the U.S., built on the strength of the nation's largest and most diverse competitive electric generation portfolio and leading retail electricity platform. A Fortune 200 company, NRG creates value through best in class operations, reliable and efficient electric generation, and a retail platform serving residential and commercial businesses. Working with electricity customers, large and small, we continually innovate, embrace and implement sustainable solutions for producing and managing energy. We aim to be pioneers in developing smarter energy choices and delivering exceptional service as our retail electricity providers serve almost 3 million residential and commercial customers throughout the country.

### **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.

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](http://www.sec.gov).

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