



## NRG Energy, Inc. Announces Early Results for its Cash Tender Offer

October 19, 2016

PRINCETON, N.J.--(BUSINESS WIRE)--Oct. 19, 2016-- NRG Energy, Inc. (NYSE:NRG) announced today the early results of its cash tender offer (the "Tender Offer") to purchase its 7.625% senior notes due 2018 (the "2018 Notes") for aggregate cash consideration of up to \$200.0 million. The table below sets forth the early results of the Tender Offer, according to information provided by the tender agent, as of the Early Participation Date (as defined below):

<u>Title of Notes</u>	<u>Aggregate Principal Amount Outstanding (in millions)</u>	<u>Principal Amount of Notes Tendered (in millions)</u>	<u>Principal Amount of Notes Accepted (in millions)</u>	<u>Tender Cap (in millions)</u>	<u>Total Consideration(1)</u>	<u>Total Payment (in millions)(2)</u>
7.625% Senior Notes due 2018	\$583.8	\$288.2	\$185.6	\$200.0	\$1077.50	\$200.0

(1) Per \$1,000 principal amount of 2018 Notes accepted for purchase. Includes the Early Participation Amount (as defined below).

(2) Excludes accrued and unpaid interest, which will be paid from the last interest payment date to, but not including, the applicable payment date.

The Tender Offer is oversubscribed and, as a result, NRG will not accept for purchase any additional 2018 Notes tendered in the Tender Offer after the "Early Participation Date" of 5:00 p.m., New York City time, on October 18, 2016. All 2018 Notes validly tendered and not validly withdrawn prior to the Early Participation Date will be subject to proration as described in the Offer to Purchase, dated October 4, 2016 (the "Offer to Purchase").

NRG expects to make payment for 2018 Notes it has accepted for purchase as of the Early Participation Date on October 19, 2016 (the "Early Payment Date"), subject to proration and the tender cap as described in the Offer to Purchase. Holders of 2018 Notes that were validly tendered prior to the Early Participation Date and accepted for purchase will receive the Total Consideration, which includes the "Early Participation Amount" of \$30.00 per \$1,000 principal amount of 2018 Notes accepted for purchase, plus accrued and unpaid interest up to, but not including, the Early Payment Date.

The withdrawal deadline was 5:00 p.m., New York City time on October 18, 2016. As a result, validly tendered notes may no longer be withdrawn or revoked.

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 is for informational purposes only and is not an offer to buy, nor the solicitation of an offer to sell any of the 2018 Notes. The Tender Offer is being made solely by NRG's Offer to Purchase. The full details of the Tender Offer are included in the Offer to Purchase. Holders of the 2018 Notes are strongly encouraged to carefully read the Offer to Purchase because it contains important information.**

### 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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