

**CHARTER OF THE
NUCLEAR OVERSIGHT COMMITTEE
OF THE BOARD OF DIRECTORS
OF NRG ENERGY, INC.**

1. Purpose. The Board of Directors (the “Board”) of NRG Energy, Inc. (the “Company”) shall appoint a Nuclear Oversight Committee (the “Committee”) to provide oversight with respect to the Company’s ownership and operation, directly or indirectly, of its undivided interest in the South Texas Project Electric Generating Station, Unit Nos. 1 and 2 (“STP”) and its interest in STP Nuclear Operating Company (“STPNOC”), and such other interests in nuclear power plant facilities as the Company may hold from time to time.

2. Members. The Board shall appoint the Committee, which shall consist of all of the members of the Board who are citizens of the United States of America and who otherwise meet the requirements of applicable law to serve on the Committee, and will designate one member as chairperson. A majority of the members of the Committee, including the chairperson, shall be independent directors. 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. Each member of the Committee shall serve for a term commencing on the earlier of the adoption of this Charter or the date of election to the Board and ending when such member’s term as a director expires or such director becomes ineligible by law to serve on the Committee.

3. Duties and Responsibilities. The duties and responsibilities of the Committee shall be as follows:

(a) Except as otherwise provided in Section 4 of this charter, the Committee shall have sole discretion and decision-making authority on behalf of the Company as to all matters involving Safety Issues with respect to its ownership interest in STP, STPNOC, and other any nuclear power plant facilities in which the Company may hold any interests. Any powers that the Board generally might otherwise have with respect to matters involving Safety Issues are, except as otherwise expressly provided in this charter, permanently and irrevocably delegated to the Committee. For purposes hereof, Safety Issues are matters which concern any of the following:

(i) implementation or compliance with any Generic Letter, Bulletin, Order, Confirmatory Order or similar requirement issued by the Nuclear Regulatory Commission (“NRC”);

(ii) prevention or mitigation of a nuclear event or incident or the unauthorized release of radioactive material,

(iii) placement of a nuclear power plant in a safe condition following any nuclear event or incident;

(iv) compliance with the Atomic Energy Act of 1954, as amended (“AEA”), the Energy Reorganization Act, or any NRC rule or applicable successor legislation or rule;

(v) compliance with a specified NRC license and its technical specifications; or

(vi) compliance with a specific Updated Final Safety Analysis Report, or other licensing basis document;

provided that any matter which the Committee shall vote in accordance with this charter that is not substantially or primarily one of nuclear safety shall not constitute a Safety Issue, so that, for purposes of illustration only, any plant expenditure of a material nature intended to extend the economic operational life or improve the economic performance of the nuclear power plant in question shall not be considered a Safety Issue.

(b) The Committee shall report to the Board periodically with respect to its activities.

(c) The Committee shall perform such other responsibilities as may be further delegated to it by the Board from time to time that are consistent with its purpose and this charter.

4. Certain Decisions Reserved to the Board of Directors. Notwithstanding Section 3 of this charter, with respect to any nuclear power facility in which the Company has a direct or indirect interest, the full Board shall have, after consultation with the Committee, the following rights:

(a) the right to vote as to whether or not to close a facility and begin its decommissioning, and as to whether to seek relicensing;

(b) the right to decide to sell, lease, or otherwise dispose of the Company’s interest in a nuclear power plant facility;

(c) the right to take any action which is ordered by the NRC or any other agency or court of competent jurisdiction.

5. 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 three members; provided, further, that no such subcommittee shall be delegated the power and authority to act for the Committee unless such subcommittee consists of a majority of independent directors.

6. Outside Advisors. The Committee, and any subcommittee, shall have 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.

7. Meetings. The Committee, and any subcommittee 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 (or any subcommittee) shall constitute a quorum. The Committee, and any subcommittee, shall maintain minutes of its meetings and records related to those meetings and shall report periodically to the full Board (or the Committee, as the case may be) with respect to its activities.

8. Access to Restricted Information. To the extent that the Company, by virtue of its ownership of any direct or indirect interest in any nuclear power facility, obtains any so-called "Restricted Data" as to which access is restricted pursuant to the provisions of the AEA, or any rules, regulations or orders of the NRC, access to such information shall be limited solely to the members of the Committee, and the members of Committee shall not, without the permission of the NRC, reveal any such information to any foreign citizen or other person with whom it shall be unlawful to share any such information.

9. Amendments. Notwithstanding Article VIII of the Company's By-laws, the provisions of this Charter shall not be materially changed, amended, or repealed without the prior consent of the NRC, unless and until (i) the provisions of the Atomic Energy Act are amended to remove the current provisions thereof restricting foreign ownership, control, or domination of nuclear power facilities, or (ii) the Company shall, with the prior written consent of the NRC, have transferred or disposed of all of its interests, direct or indirect, in the licenses for any nuclear power facilities. In the event that either such condition shall have been met, the Company shall, prior to amending or repealing the provisions of this Charter, notify the NRC of its intent to effect such amendment or repeal.