



**FOR IMMEDIATE RELEASE**

**NRG Energy, Inc. Announces Cash Tender Offer for  
Any and All of Its Outstanding 7.375% Senior Notes Due 2016**

**PRINCETON, NJ; May 10, 2011**—NRG Energy, Inc. (NYSE: NRG), announced that it has commenced a tender offer to purchase any and all of its outstanding \$2.4 billion in aggregate principal amount of 7.375% Senior Notes due 2016 (the “2016 Notes”) through a cash tender offer with the net proceeds from NRG’s concurrent private placement of \$2.0 billion in aggregate principal amount of Senior Notes due 2019 and 2021 (collectively, 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 an offer to purchase and a related letter of transmittal, each dated as of May 10, 2011. The tender offer will expire at 11:59 p.m., New York City time, on June 7, 2011 (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 2016 Notes to certain proposed amendments to the indenture governing the 2016 Notes (the “indenture”). 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 2016 Notes that remain outstanding after the consummation of the tender offer as promptly as practicable after the expiration date in accordance with the terms of the indenture, as such indenture is amended pursuant to the proposed amendments.

Under the terms of the tender offer, holders of the 2016 Notes that validly tender and do not validly withdraw their 2016 Notes and consents prior to 5:00 p.m. New York City time on May 23, 2011 (as such time and date may be extended, the “consent date”) will receive the “total consideration” of \$1,039.38 per \$1,000 principal amount of notes, which includes the consent payment of \$10.00 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 2016 Notes that validly tender their 2016 Notes after the consent date but on or before the expiration date will receive only the “tender consideration” of \$1,029.38 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.

This press release does not constitute a notice of redemption under the optional redemption provisions of the indenture governing the 2016 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 \$2.0 billion in gross proceeds from the offerings 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 2016 Notes under the tender offer. Full details

of the terms and conditions of the tender offer and consent solicitation are included in NRG's offer to purchase and consent solicitation, dated May 10, 2011.

Requests for documents relating to the tender offer and consent solicitation may be directed to Global Bondholder Services Corporation, the Information Agent, at (866) 389-1500 (Toll-Free) or (212) 430-3774 (Collect). Deutsche Bank Securities Inc. and BofA Merrill Lynch, Pierce, Fenner & Smith Incorporated will act as Dealer Managers and Solicitation Agents for the tender offer and the consent solicitation. Questions regarding the tender offer and consent solicitation may be directed to Deutsche Bank Securities Inc. at (855) 287-1922 (Toll-Free) or (212) 250-7527 (Collect) or to BofA Merrill Lynch, Pierce, Fenner & Smith Incorporated at (888) 292-0070 (Toll-Free) or (980) 388-9217 (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.

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

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