NRG ENERGY, INC.

CODE OF CONDUCT

Updated March 28, 2014

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NRG CODE OF CONDUCT

Introduction and Message from David Crane, President and Chief Executive Officer

At NRG Energy, Inc. ("NRG"), we are committed to conducting our business with honesty and integrity in accordance with the highest ethical and legal standards. Quite simply, we need to live our core values so that they provide a framework for all strategies, decisions, and behaviors.

Safety
Teamwork
Respect for individuals, customers, community, and the environment
Integrity
Value creation
Exemplary leadership

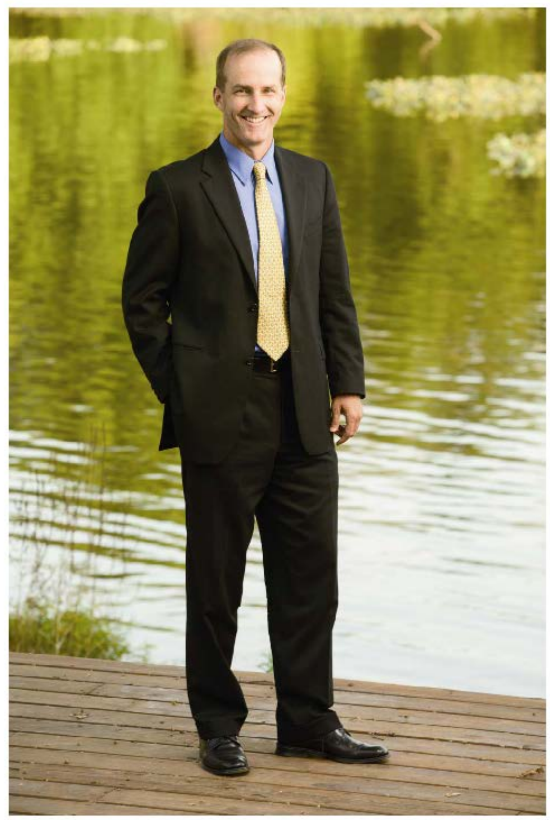
Our STRIVE values are the standards by which we conduct our daily business, work with one another, and interact within our communities. The Code of Conduct ("the Code") enables everyone to become unified around this common set of values, and to understand how they may be applied in our day-to-day activities and decisions.

While the Code cannot cover all circumstances or substitute for sound judgment, it does outline our key responsibilities and the guiding principles intended to support ethical and socially responsible behavior and choices.

All NRG board of directors and employees are expected to familiarize themselves with the Code and act in accordance with the principles and guidance set out in it. All of us must lead by example in the workplace and when we are representing NRG externally. Matters of ethics and compliance can, however, occasionally be complicated, and we welcome questions about the Code and its application.

There are a number of resources available to you when seeking guidance or reporting potential violations, including the NRG Ethics Helpline at 888.263.0463, or the Ethics Alertline at www.nrg.alertline.com which, if desired, allows completely confidential and anonymous reporting. NRG strictly prohibits retaliation against any individual for good faith reports or inquiries. Behaving ethically and responsibly is not just good business practice -- it is the right thing to do.

Thank you,
David Crane
President and Chief Executive Officer



ETHICS HELPLINE AND ALERTLINE

If you see or suspect any violation of NRG's Code of Conduct…

- Retaliation
- Misuse of Company Property
- Acts of bribery, corruption, theft, fraud or embezzlement
- Questionable accounting, internal accounting controls or auditing matters
- Acts of altering, removing or destroying company records or electronically stored information
- Business or political dealings that reflect a real, or the appearance of a, conflict of interest, or a violation of the U.S. Foreign Corrupt Practices Act
- Actions that violate antitrust laws or market rules
- Violations of health, safety, or environmental regulations
- Harassment, discrimination, or violence in the workplace
- Lying or deliberately withholding/misrepresenting information important in decision-making
- Purposely sharing company sensitive information with people outside the company without permission
- Other legal or NRG policy violations

…it is your responsibility to contact your supervisor or Christopher Holt, NRG's Corporate Compliance Officer, at ethics@nrgenergy.com. You may also contact the toll-free Ethics Helpline, **888.263.0463** or the web-based Ethics Alertline, www.nrg.alertline.com. These are available 24 hours a day, every day of the year. All contacts are answered by an independent third party outside of NRG and you may remain anonymous. We encourage you to provide as much detail as possible so we can thoroughly investigate your concerns.

Your actions can protect NRG against possible loss, penalty or damage to its reputation.

GUIDANCE AND REPORTING

Seeking Guidance or Reporting Potential Violations

This Code cannot provide definitive answers to all questions. You are encouraged to seek guidance if you have the slightest question or concern regarding a business decision or action. Business results are never more important than living our values. The following resources are available for questions and reporting of known or suspected violations of the Code, other NRG policies, or external laws and regulations:

- Your Supervisor
- Corporate Compliance Officer—Christopher Holt (609.524.5278), christopher.holt@nrgenergy.com
    - Ethics Mailbox, ethics@nrgenergy.com
- Executive Vice President and General Counsel —David Hill (609.524.4598), david.hill@nrgenergy.com
- Senior Vice President, Human Resources—Jennifer Wallace (713.537.2182), jennifer.wallace@nrgenergy.com
- Vice President & Chief Accounting Officer—Ron Stark (609.524.5122), ron.stark@nrgenergy.com
- **NRG Ethics Helpline and Alertline**
    - Helpline **888.263.0463**
    - Alertline www.nrg.alertline.com
      Available 24 hours a day, seven days a week; No Caller ID or traceable information
      Administered by an outside company to assure confidentiality and anonymity, if desired

Board of directors should report suspected violations of the law, the Code or NRG policies to the Chairman of the Governance and Nominating Committee, General Counsel or the Corporate Compliance Officer.

Documents referenced in the Code are available in their entirety on the NRG intranet, the Insider, from your local Human Resources representative, the Corporate Compliance Officer or your Supervisor.

No Retaliation

Individuals who in good faith seek advice or report concerns are demonstrating Exemplary Leadership and are doing the right thing. NRG prohibits retaliation of any kind against individuals who in good faith raise concerns.

Reported Violations

Reports or questions received via the NRG Helpline/Alertline or otherwise will be dealt with fairly and professionally. Reported violations will be investigated promptly and appropriately. Confidentiality will be maintained to the extent reasonably possible. However, confidential and anonymous reports and inquiries may always be made via the NRG Ethics Helpline/Alertline.

Obligation to Report

It is your responsibility to report suspected violations of law, the NRG Code of Conduct or NRG policies. If you believe that an NRG director, employee, contract worker, consultant, supplier, subcontractor, or any NRG organization is violating the law, the NRG Code of Conduct or NRG policy or is engaged in activities on NRG's behalf that may damage NRG's reputation, you should bring your concerns to your supervisor or to one of the resources indicated above.

Failure to report suspected violations, knowingly making a false report, or refusing to cooperate in an investigation may be grounds for disciplinary action, up to and including termination.

THE CODE - PURPOSE AND COMMITMENTS

Purpose of the Code

The Code outlines the fundamental principles of business conduct that NRG employees and board of directors are expected to follow. The Code translates NRG STRIVE values into standards of expected behavior. It is designed to promote ethical decision making, to guide us in performing our work and to reinforce the expectations of us. It also serves to establish appropriate channels for obtaining guidance and reporting Code violations. We believe that success is about achieving our strategic goals the right way.

The Code has been approved by the Board of Directors. The Code does not replace or change NRG policies, legal or regulatory requirements, or collective bargaining agreements. The Code does not constitute an employment contract or an assurance of continued employment. It is not intended to and does not create any rights in any director, employee, client, supplier, competitor, shareholder, or other person or entity.

Who Does the Policy Apply To?

The Code applies to all NRG employees, board of directors, and agents working on behalf of NRG. In this Code, "NRG" means NRG and all of its subsidiaries.

NRG, or its subsidiaries, may have adopted more specific policies and procedures related to topics addressed in the document. Non NRG personnel performing work on behalf of NRG are expected to conduct themselves to the same standards as NRG personnel. NRG Agents are to be made aware of the content of the Code, either by providing them with a copy or by referring them to the dedicated page on NRG's website.

Violations of the Code may be grounds for disciplinary actions, up to and including termination, as well as possible civil action or criminal referral.

Any waiver of the Code for the benefit of a director or senior officer may only be made by the board of directors, and will be publicly disclosed to the extent required by law, regulation and applicable listing standards.

NRG's Commitment to You

NRG is committed to ensuring the following for all employees and board of directors:

- An ethical business culture that promotes compliance with laws and regulations;
- A safe, fair and respectful workplace;
- Equity in employment decisions;
- Freedom from harassment, bullying or intimidation;
- Complaints taken seriously and appropriately investigated;
- Protection from retaliation after reporting suspected or known violations.

NRG Employee or Agent Commitment to NRG

At NRG, we adhere to the highest legal and ethical standards in all our business dealings. The following outlines our responsibilities under the Code:

- Know and comply with the Code and all policies, laws and regulations that apply to your work;
- Create and support a culture that values integrity and ethical conduct;
- Be honest, fair and trustworthy in NRG activities and relationships;
- Create and support an environment of equal opportunity and freedom from harassment;
- Avoid conflicts of interests between work and personal affairs;
- Keep protected information confidential, even post employment;
- Report suspected or known violations of the Code, other NRG policies or external laws and regulations;
- Cooperate in any investigation of possible violations.

Annual Certification

Board of directors and employees are required to annually certify that they have read and understand the Code, that they have not violated any requirements of the Code, and that they do not know of any other person who has violated the Code.

For board of directors and certain employees, annual certification of the NRG Foreign Corrupt Practices Act Policy and the NRG Insider Trading Policy (included as Code Appendices) is also required.

Health and Safety

At NRG, safety always comes first. NRG is committed to providing a safe and productive workplace. The integration of safety and health considerations in work related activities and processes significantly reduce the risk of injury and illness. A fundamental rule at NRG is "if it isn't safe, don't do it."

As NRG employees, we will:

- Use a best practice approach to safety and health;
- Operate NRG's businesses with consideration for public safety;
- Participate in applicable NRG safety program training and activities;
- Understand and comply with all safety and health rules and regulations related to our jobs;
- Use and wear required safety equipment and clothing;
- Maintain facilities and equipment in a safe condition;
- Not put at risk the health or safety of others.

The NRG Safety Program is available on the NRG intranet, the *Insider*.

Workplace Violence Prevention

We all have a right to a workplace free of violence or threats. Physical or verbal threats, intimidation, coercion or violence of any kind towards employees, contractors, suppliers, or a member of the public while on NRG property or conducting NRG business will not be tolerated. NRG also prohibits the possession of weapons or other dangerous or hazardous devices on company property or in company vehicles except in limited circumstances as further set forth in the NRG Workplace Violence Prevention Policy.

Where can I report safety, security or environmental concerns?

- Your supervisor
- Safety
- Security
- Environmental
- Compliance
- Legal
- Human Resources

The NRG Workplace Violence Prevention Policy is available on the NRG intranet, the *Insider*.

Fitness for Duty

We are required to report to work in an appropriate condition to perform duties satisfactorily. Employees may not use, possess, sell, distribute or be under the influence of illegal drugs on NRG property or while conducting NRG business, whether on or off NRG property. The legal use of prescribed drugs or over the counter medications is permitted on the job only if it does not impair an employee's ability to perform essential functions of the job safely and effectively. Employees may not use, possess, sell, distribute or be under the influence of alcohol while on NRG property. Provided not restricted by local lease, the Chief Executive Officer, Chief Operating Officer, Chief Administrative Officer or a Regional President may authorize alcohol to be served on company premises for company sponsored occasions or events.

The NRG Drug and Alcohol Free Workplace Policy is available on the NRG intranet, the *Insider*.

Community and Environment

We respect our local communities and strive to be a good neighbor by conducting business in a manner that meets or exceeds all applicable environmental laws and regulations.
We will diligently promote compliance with environmental laws and regulation through proper identification and reporting of environmental issues and concerns. The NRG Environmental Policy and Procedures Manual is available on the NRG intranet, the *Insider*.

CONDUCT IN THE WORKPLACE

Equality in Employment

NRG is committed to providing a workplace free of discrimination, intimidation and harassment that promotes equal opportunity. This is not only required by law and company policy, but allows for greater collaboration and teamwork.

NRG provides equal opportunity to all employees and prospective employees and does not base employment decisions on race, color, religion, national origin, gender, age, disability, marital status, sexual orientation or veteran status.

The NRG EEO Policy is available on the NRG intranet, the *Insider*.

Equality in Employment Practices:

- Hiring
- Promotion
- Transfer
- Training
- Layoff or Termination
- Compensation and Benefits

Q: I'm a manager and an employee came to me with an EEO accusation that I'm certain is false. What are my responsibilities?

A: As a representative of the company you need to bring this issue to Human Resources. Equal Employment Opportunity (Discrimination, Accommodation, Harassment, etc.) issues can have legal consequences. It is not your decision to ascertain the validity of an EEO complaint.

Harassment Free Workplace

We have a right to a workplace free from harassment. This includes harassment based on a person's race, national or ethnic origin, color, gender, age, religion, sexual orientation, marital status, family status or disability. NRG does not tolerate any form of harassment or abuse toward NRG employees or others.

As an NRG employee or board of director we will:

- Treat others as they would like to be treated;
- Not initiate or take part in any form of harassment;
- Report harassment towards yourself or others.

The NRG Harassment Free Workplace Policy is available on the NRG intranet, the *Insider*.

Harassment includes:

- Intimidation or threats, verbal or physical
- Unwanted physical contact
- Offensive comments, e.g. about an individual's appearance, ethnicity or sexual orientation
- Inappropriate, sexually explicit or offensive jokes or language

CONFLICTS OF INTEREST

Avoiding Conflict of Interest

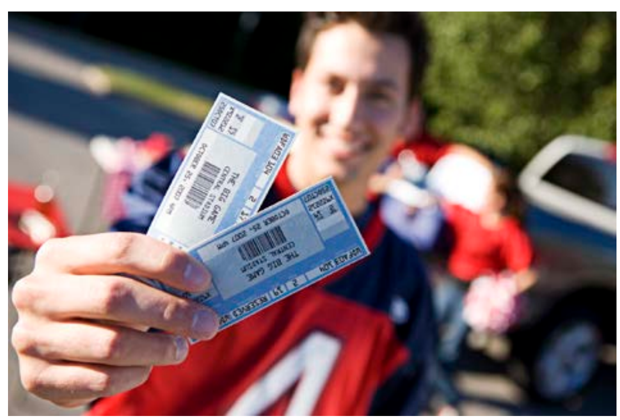
We must avoid situations that could create a real or perceived conflict of interest in our business and financial dealings. A conflict of interest arises when your duties or position present an opportunity for personal gain, or when your personal interests could influence your professional judgment for doing what is in the best interest of the Company. This includes any investment, interest, association or relationship that could affect your impartiality in business decisions. Employees should consider how their actions might be perceived by others and avoid acting in ways that may be seen as conflicting with NRG interests. Employees must disclose potential conflicts of interest to their immediate supervisor who will then notify and work with the Corporate Compliance Officer to find a resolution in the best interests of NRG with a reasonable view to the employee's needs. An employee may only proceed with a transaction after receiving pre-approval from the Corporate Compliance Officer. The requirement to avoid conflicts of interest also applies to situations involving immediate family members. Examples of potential conflicts of interest relevant to employees include:

- Having a personal financial interest in a company that has dealings with NRG;
- Serving as an officer, consultant or board member of a company that may have interaction with NRG Energy or its subsidiaries;
- Directing business to a supplier owned or managed by a relative or close friend;
- Transacting on a friend or relative's electric account;
- Having a personal financial interest in a company that competes with NRG or does work in an area related to your responsibilities at NRG;
- Receiving cash, personal discounts, or anything of value from a party with whom NRG does business, such as receiving discounts on lodging for booking an event for NRG personnel at a resort or hotel;
- Using NRG equipment or information for personal uses or to assist in an outside business or organization;
- Having a personal financial interest in an organization where you expend energy and attention during your normal NRG working hours;
- Working on NRG property or NRG time for anyone other than NRG unless instructed to do so.

Gifts and Entertainment

Employees (and members of their families or households) shall not accept gifts, entertainment, employment of family, or other favors that could influence or appear to influence the impartial performance of their job or duties or that could place the employee under an obligation to a third-party dealing, or attempting to deal, with NRG. There must not be any explicit or implicit suggestion of a "quid pro quo." An employee who is given a gift not in conformity with the requirements of NRG policy, whether it arrives at the office or home, must promptly report it to his/her supervisor and to the Corporate Compliance Officer in writing (within one business day).

> Gifts that cannot be returned or refused can be turned into Corporate to be auctioned off at a charity event. Contact Corporate Compliance for a point of contact.



For additional information on NRG requirements regarding gifts and entertainment, please see the Gift and Receipt of Business Entertainment Policy posted on NRG's intranet, the *Insider*.

Corporate Opportunity

We owe a duty to NRG to advance its legitimate interests when the opportunity to do so arises. Unless prior written approval of the Corporate Compliance Officer is obtained, board of directors and employees are prohibited from taking personal advantage of opportunities that are discovered through the use of Company property, information, position, and competing with the Company. This includes information from a competitor or actual or potential customer, supplier or business associate of NRG.

Outside Employment and Other Activities

Employees should use good judgment in determining whether outside employment or other activities may conflict, or appear to conflict, with the Company's business, or impact our ability to satisfactorily and independently perform our duties for NRG. Conflicts of interest may arise if the outside company provides similar products or services to NRG, is a customer or supplier of NRG, regulates NRG or could affect NRG interests. Employees may not work for or own a competing organization, or use NRG's time, material, personnel, facilities or other resources in connection with outside employment. Outside activities must not interfere with your primary professional loyalty, which must remain at all times with NRG.

Exempt employees must obtain approval from the Corporate Compliance Officer for outside employment, consulting, or other business activities that could create a potential conflict of interest. This specifically includes any activity in a role similar to your job function at NRG or related to the energy business. Such activity is presumed to create a conflict of interest.

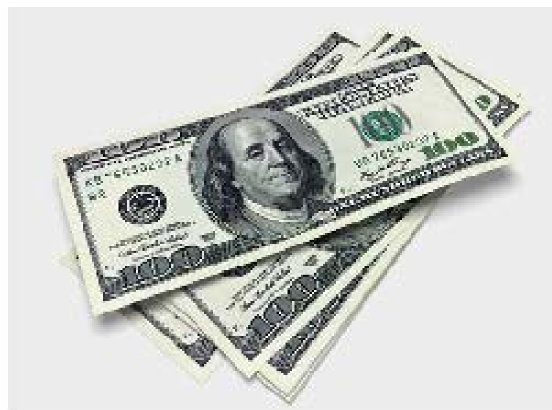
If you are an NRG employee and are requested to serve as an officer or director of any other entity or business, you must obtain the approval of the Corporate Compliance Officer before accepting the position. Officers of the Company must get approval from the CEO, CFO and Corporate Compliance Officer prior to accepting such a position. See also Board Appointment Policy for Officers.

NRG Energy will not provide a personal loan or extend credit to any employee or member of the board of directors (or a member of their family).

Guidance should be obtained from the Corporate Compliance Officer when in doubt as to whether outside an activity may create a conflict of interest or commitment.

Q: I am an employee and am thinking of taking a second job to earn some extra money, this is okay, right?

A: As long as your other employer is not a competitor, supplier, partner or customer; your other job doesn't interfere with your work here; and you do not use company time or resources to support your job or your other job's materials to support your NRG job, it would likely be acceptable.



Special Provisions for Board of Directors

Board of directors are expected to dedicate their best efforts to advancing the Company's interests and to make decisions regarding the Company based on the Company's best interests and independent of outside influences. However, the Company may find it appropriate to nominate as board of directors persons who have industry knowledge, experience or relationships that are of value to the Company, although they carry with them the potential to create actual or potential conflicts of interest. Board of directors must therefore be particularly sensitive to conflicts of interest, and must handle them in the most ethical and forthright manner.

Board of directors must promptly disclose personal interests or other circumstances that might constitute conflicts of interest to the Chairman of the Governance and Nominating Committee, with copies to the Chairman of the Board and the General Counsel. The Chairman of the Governance and Nominating Committee shall review the circumstances and arrange for resolution in a manner best suited to the interests of NRG with a reasonable view to the director's needs. Appropriate action may include recusal of the director from votes or meetings or portions thereof, the establishment of restriction on the information that will be provided to such director or such other action as is deemed necessary. A director may proceed with a transaction that is, or may be, a conflict of interest only after receiving approval from the Board. Board of directors should be sensitive to the appearance of conflicts of interest when promoting charities among other directors.

No director shall disclose any confidential information of the Company to any third party (including any affiliate or associate of such director, in accordance with the Securities Exchange Act of 1934) without the specific authorization of the board of directors by a resolution of a majority of the entire Board. Any noncompliance of this requirement by any director will be determined by a resolution of a majority of the entire Board. In the event of noncompliance, appropriate consequences shall also be determined by a resolution of a majority of the entire Board, which may include, without limitation, one or more of the following: (1) termination of memberships on Board committees, (2) forfeiture of all or a portion of compensation; and/or (3) if there has been a prior judgment on the merits by a court of competent jurisdiction that such director's breach of this confidentiality obligation constituted a breach of the director's duty of loyalty to the Company, application by the Company to the Delaware Chancery Court for removal of the director.

Employees that are seeking employment or planning to hire in an area where a family member or close personal friend works should read the Nepotism Policy to ensure that they are in compliance. (e.g., Family members or close personal friends can not be in the reporting chain of each other as an employee or contractor.)

Q: My brother-in-law owns a small business, may I recommend him for a job we have coming up?

A: Your brother-in-law is welcome to compete, but you should have no role in the selection process, given your relationship to him. Should you have any questions, consult your supervisor, or Corporate Compliance.

At NRG, we create and support a culture that values integrity and ethical conduct.

We are honest, fair and trustworthy in NRG activities and relationships.

Corporate Assets; Dishonesty and Theft

We will protect our assets and ensure their efficient use. Theft, loss, intentional damage, misuse and waste of corporate assets can have a direct impact on profitability. Except for limited incidental non-solicitation personal use permitted by management, corporate assets may not be used for personal purposes. No director or employee will knowingly:

- Engage in theft, fraud or embezzlement affecting Company property, funds, securities or other assets of the Company, employees and customers.
- Willfully damage or destroy property or materials belonging to the Company, its employees or customers;
- Divert electric energy, natural gas, or any other product produced or owned by the Company or service provided by the Company for personal gain;
- Either sell, provide or cause to be provided, Company resources or services outside allowed business rules and policies;
- Removal of company equipment, property, material or money from the Company, its promises, its employees or its customers without authorization;
- Remove, publish, destroy or alter physical and electronic Company records, except in accordance with established NRG policies; or
- Copy, reprint, duplicate, recreate in whole or in part, computer programs or related systems developed or modified by NRG personnel, or acquired from outside vendors, except in accordance with established NRG policies.

NRG does business in a number of countries and we may therefore be subject to certain foreign laws and regulations. The guidelines contained in the Code are applicable wherever NRG business is conducted. Where differences exist between Code guidelines and local laws and regulations, employees must apply the strictest standard.

Bribery and Corruption

Acts or allegations of bribery can seriously harm NRG's reputation. We do not condone the payment or receipt of any bribe, kickback or other similar unlawful payment to or from a public or government official or any other individual, foreign or domestic, to secure business or gain advantage for NRG or the individual. This includes payments of money or anything else of value made to or by NRG consultants, agents or other party acting on behalf of NRG.

As NRG does business outside the US, all NRG board of directors and employees are required to comply with the U.S. Foreign Corrupt Practices Act and related NRG policy, attached as Appendix A: Foreign Corrupt Practices Act Policy.

We frequently communicate with persons who are decision makers about matters involving the Company. Decision makers include judges, arbitrators and government employees who may approve permits, applications, petitions, contracts, rules or rates. In many instances, it is improper to have contact with decision makers about a pending matter because it could improperly influence or have the appearance of influencing the decision. We will follow all rules regarding such communications, including rules restricting non-public or off-the-record communications.

Q: Would the company be at risk if we hired an agent who engaged in bribery unbeknownst to us and without our permission?

A: Yes, that is why we should use proper due diligence when making selections.

Fair Dealings

We will deal fairly with our employees, customers, business associates, partners, suppliers, competitors and the governments of all jurisdictions in which we operate. We will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. In order to compete fairly and to avoid even the appearance of improper agreements and understandings, we will act in accordance with applicable laws and accepted ethical industry practices regarding gathering competitive data.

External Audits

When working with external auditors, it is prohibited to directly or indirectly take any action to mislead, intimidate, manipulate or fraudulently influence independent auditors for the purpose of misstating financial statements or to mislead shareholders or government officials.

Procurement

NRG gets the best value for the goods and services we purchase, within applicable laws, regulations, internal policies and competitive bidding processes. We will select suppliers on the basis of ability, performance and value, irrespective of their political affiliations, positions on public policy issues or any personal connections. Suppliers are expected to adhere to ethical standards which are consistent with NRG Energy ethical requirements and are held responsible for complying with the NRG Energy Supplier Code of Conduct. All purchasing professionals acting on behalf of NRG and / or involved with suppliers shall refrain from any business or professional activities that would create a conflict between personal or supplier interests and the interests of the Company.

COMPLIANCE WITH LAWS AND REGULATIONS

We will conduct our business dealings in compliance with the Code and all applicable policies, laws, rules and regulations and promptly report known or suspected violations. To honor our commitment to conducting business with the highest ethical and compliance standards, in many instances, the requirements and guidelines outlined in our Code go beyond the requirements of applicable law.

Antitrust Laws

We are committed to competing lawfully based upon the merits of our products and services. NRG fully complies with the applicable antitrust or competition laws in all jurisdictions in which we conduct business. Generally, antitrust laws prohibit combinations of entities from acting together for the purpose or effect of controlling prices or reducing competition. Examples of prohibited activities include:

- Price-fixing, bid-rigging or other conspiracies or understandings among competitors regarding competitive matters;
- Agreements with competitors not to deal with a customer or supplier;
- Agreements with competitors to limit production;
- Misrepresentations, including false or misleading advertising, regarding our own or a competitor’s product or service;
- Use of NRG strengths to take unfair advantage in competitive businesses.

Awareness of antitrust and competition laws is important not only to ensure compliance, but also to ensure that suppliers or customers are not engaging in anti-competitive practices that could harm NRG’s business. At an early stage, decisions and transactions that raise antitrust issues should be reviewed for compliance by the NRG Legal Department.

Q: I was at a conference and three different companies and myself were all talking about how we should all dump this one supplier, was this wrong?

A: Yes, this is an antitrust violation; you should speak with the Legal Department immediately.

Market Manipulation and Regulation

Our business is subject to many different applicable market rules and regulations, including but not limited to, U.S. Commodity Futures Trading Commission (CFTC) rules, Federal Energy Regulatory Commission (FERC) rules, the North American Electric Reliability Corporation (NERC) Reliability Standards in effect, Public Utility Commission (PUC) customer protection rules, Payment Credit Industry (PCI) data security standard, Fair and Accurate Credit Transactions Act (FACTA) , Fair Credit rules and rules of various other organizations and exchanges. As a company, we are accountable for obeying all of them, reporting actual or suspected non compliance, and cooperating in audits, investigations and appropriate requests for information.

The Market Manipulation Rules prohibit actions or transactions that are without a legitimate business purpose and are meant to or reasonably could manipulate market prices, market conditions, or market rules for electric energy or electricity products. Examples include wash trades, transactions based on the provision of false or misleading information, and artificially created congestion.

You should become familiar with the legal and regulatory requirements associated with your job and the jobs of those that report to you and seek appropriate legal guidance and training as necessary.

NRG’s Energy Trading Compliance Manual can be found on the NRG Policies and Procedures page. The Manual incorporates the concepts discussed here as well as the market rules and Company procedures related to physical and financial energy trading and origination.

Securities Transactions and Non-Public Information

The laws of the United States and many of the other countries where NRG conducts business prohibit transactions in the securities of a company by a person possessing material non-public information regarding the Company. Violations of the securities laws can result in significant criminal and civil sanctions for NRG and the individuals involved.

In the course of our jobs, we are frequently the recipients of material non-public information regarding NRG, as well as other public companies including partners, customers, suppliers and potential merger and acquisition targets. We will not trade in the securities of any company while in possession of material non-public information about that company, or provide such information to others leading to a trade in that company's securities. This policy applies to immediate family, anyone living in your household anyone acting on your behalf or anyone on whose behalf you are acting.

Q: If I am aware that NRG will be purchasing another company that is also traded publicly, and my investment counselor also recommended that I invest in this company, would that be okay?

A: Your investment counselor's recommendation is not relevant. If the information is not public, it would be considered insider trading for you to invest.

To help protect against insider trading, NRG has established "blackout periods" when certain people may not conduct transactions in NRG stock. However, there is an exception for trades made pursuant to a pre-existing trading plan.

NRG has adopted a "Securities Trading and Non-Disclosure Policy," attached as Appendix B ("Insider Trading Policy"), that provides more detailed information regarding NRG's trading and non-disclosure requirements.

International Trade

All countries regulate international trade transactions covering activities such as imports, exports, and financial transactions. For example, all inbound merchandise entering the commerce of a country must clear customs prior to being released and delivered to the recipient. It's at customs where the merchandise is examined, and compliance with regulations is determined in addition to the payment of duties and taxes where applicable. It's important to keep the following points in mind:

- Make sure that a thorough check of all regulatory requirements has been done before attempting to import and export merchandise. Regulatory requirements apply to both the merchandise and the documentation.
- Documentation must be complete and accurate, including description, prices, and the parties to the transaction.
- Internal controls must be established to ensure compliance with all regulatory requirements, including any recordkeeping obligations.

Some governments may administer a variety of trade restrictions, such as embargoes and sanctions, against a number of countries, including nationals of those countries. Transactions with certain designated individuals and organizations, such as terrorist organizations, narcotics traffickers and weapons proliferators, are also prohibited even though those individuals or organizations may not be associated with any particular country's embargo. Severe civil and/or criminal penalties may be levied against companies or individuals that violate export controls. Always consult the Legal Department prior to entering into international trade negotiations or transactions.

Confidentiality and Intellectual Property

In the course of our work, we have access to non-public, confidential information regarding NRG, its employees, suppliers, customers and other third parties, the unauthorized use or release of which could harm NRG and potentially violate the law. Confidential information includes, but is not limited to, Company, customer, employee and competitive data and intellectual property, which generally refers to proprietary information, ideas, writings, designs, artworks, computer programs and software, processes, and the like.

Board of directors and employees who have access to confidential information must strictly protect the confidentiality of such information. Confidential and personal information should only be used for the purposes for which it was collected, kept secure at all times, and disclosed only when authorized or legally mandated. It may never be used for personal gain or for the unauthorized benefit of persons outside NRG. Confidential information and trade secrets should not be shared with coworkers unless there is a business need to know.

If your work requires you to discuss confidential information with third parties, such discussions must occur with a written confidentiality or non-disclosure agreement. These agreements can be provided by NRG Legal. We must also honor confidentiality agreements initiated by and entered into with third parties to protect their confidential information.

All copyrights, patents, trade secrets or other intellectual property associated with every idea, concept, technique, invention, process and work of authorship developed or created by you, individually or jointly with others, in the course of performing work for NRG or that are based on or derived from NRG confidential information or NRG property to which Employee has access belongs to NRG and, if requested, shall be specifically assigned by you to NRG. It is important to note that the obligation to protect confidential information continues even after employment ends. You must return all copies of any confidential information when you leave NRG. Some of the intellectual property we use is owned by others and may be subject to legal protections that must be respected. Such property can only be used as legally permitted. Copyright laws protecting computer software must also be complied with and we are responsible for ensuring that software on our computers is being used in accordance with the applicable license.

Individuals, who have a question about proper use of confidential information, including intellectual property owned by NRG or a third party, should consult the NRG Legal Department.

For additional information on NRG requirements regarding confidentiality, please see the Retail Confidential Information Protection and Breach Procedures document and the NRG Communications Policies posted on NRG's intranet, the *Insider*.

Board of directors and employees will not access, remove, publish, destroy or alter confidential information, except in accordance with established NRG policies.

Q: I'm giving a presentation outside of work to a business group. Do I need to do anything in advance?

A: You should share your presentation with your manager who will ensure that there is no sensitive data in your presentation (also, did you know that other companies' logos are proprietary and shouldn't be used without permission?).

Accurate Recording and Reporting

Accurate books and records are critical to making sound business decisions and our company's ability to meet compliance, legal, financial and management obligations. We are committed to full, fair, accurate, timely and understandable disclosures in all public reports and communications, including all documents that NRG files with, or furnishes to, the Securities and

Exchange Commission (SEC). We will create accurate and complete business records that show all transactions in reasonable detail. Management will develop, implement, and monitor the effectiveness of the controls in place. The Company prohibits all attempts to create false or misleading records or to deviate from established accounting procedures. This includes all forms of reports and records.

Public Communications, Social Media and Media Inquiries

To ensure that our communications with the public are accurate, complete and in compliance with applicable law and internal policy, all news media, securities analyst and investor inquiries should be referred to the Communications Department or the Investor Relations Department, as appropriate.

We will not disclose proprietary or confidential information, comment negatively on the Company's business, or imply we are speaking on the Company's behalf, when using social media tools such as weblogs, social blogs, online forums, wikis, websites, multi-media or networking sites for personal use. See also Social Media Policy.

Records Retention

We have record retention polices that state how long we should keep certain business records. The time of retention varies among the various records. Records must be retained as per policy, or as required by law or generally accepted practice. The NRG Records Management Policy is available on the NRG intranet, the *Insider*.

NRG Legal must be notified immediately if we become aware of a subpoena, pending or contemplated litigation or a governmental investigation. NRG Legal may place specific records on hold and override normal retention schedules.

Use of Electronic Equipment

Company Information Technology (IT) equipment and systems and the messages, data, files and software stored on transmitted on NRG's IT systems are NRG property and may be monitored or reviewed for any reason, business purpose or concern, including to ensure compliance with applicable licenses, laws, regulations and NRG policies. You must use NRG's IT systems responsibly and primarily for the business purposes for which they are intended.

The NRG guidelines for Equipment Use, E-Mail and Internet Access and the NRG IT Policy are available on the NRG intranet, the *Insider.*

POLITICAL PROCESS AND GOVERNMENT RELATIONS

Political Contributions and Government Relations

Corporate political activities are subject to various federal, state and local government regulations, limits and reporting requirements. NRG is in regular contact with government and regulatory officials to keep them informed about our operations and issues. In all countries that NRG does business, employees responsible for these contacts must understand and comply with the laws and rules governing lobbying activities, and applicable disclosure, reporting, and lobbyist registration requirements.

In the US, campaign finance laws generally prohibit corporations from directly or indirectly contributing corporate funds or resources to any political party or candidate. There are certain limited circumstances where contributions may be made to state or local candidates. Payments of corporate funds to any political party, candidate, or campaign, may be made only if permitted under applicable law and with prior written consent of the Corporate Compliance Officer, the General Counsel, and the Senior Vice President, Regulatory & Government Affairs.

No one should be involved in campaign fundraising as part of their corporate duties. Campaign finance laws do allow corporations to create Political Action Committees. Fundraising for the NRG PAC is therefore a limited exemption from the general prohibition. NRG cannot facilitate the making of contributions or act as a conduit for contributions. Employees may not collect contributions (bundling) or use corporate resources to solicit corporate vendors. Supervisors cannot solicit campaign contributions from staff using corporate resources.

Every director and employee has the right to make all decisions regarding personal political contributions. The Company will not exert pressure of any kind, direct or implied. Although contributions from the solicitable class can be requested, coercion of employees and promises of reimbursement to employees are strictly prohibited activities.

NRG is committed to complying with all applicable laws and regulations governing political activities and communications, including accurate reporting of lobbying activities, campaign contributions and gifts to public officials. Board of directors or employees will not give gifts to public officials, or officials of an agency or court that regulates our business, or with whom a matter is pending, without the prior written consent of the Corporate Compliance Officer, the General Counsel, and the Senior Vice President, Regulatory & Government Affairs.

NRG will consider employment applications from government agency staff members on merit, providing that the applicant has no involvement in a pending company matter. No director or employee will discuss future employment with any agency staff member involved in a pending company matter.

Special Consideration for Officers

Certain governmental entities have "Pay to Play" restrictions that may limit the ability of an Officer to make personal political contributions without interfering with NRG business. For example, political contributions may disqualify NRG from receiving a contract.

Seek guidance from NRG's Legal Department when in doubt.

Political Participation

NRG encourages political participation, always recognizing that such involvement is strictly voluntary using your own resources. As such, unless in connection with NRG PAC activities, board of directors and employees shall not use NRG's property, including computer systems and email addresses, for the benefit of a political candidate or campaign or to express personal views on political issues. When expressing personal views on political issues or candidates, board of directors and employees shall indicate clearly that such views are their own and not the views of NRG and that they are not acting on behalf of NRG.

The Company will exert no pressure, directly or indirectly, to influence decisions of NRG board of directors and employees who serve in public positions. Board of directors and employees should be sensitive to potential conflicts of interest and notify the Corporate Compliance Officer prior to seeking an elective office. NRG expects such officeholders confronted with potential conflicts of interest to act in the public interest, guided by their consciences.

The Company urges its board of directors and employees participating in community affairs and political activities to use good judgment so that their outside activities do not adversely affect NRG and to act responsibly to avoid unfavorable publicity for NRG.

APPENDIX A: Foreign Corrupt Practices Act Policy

NRG ENERGY, INC.

Approved Policy on
THE FOREIGN CORRUPT PRACTICES ACT
and
FOREIGN AGENTS, CONSULTANTS AND JOINT VENTURE PARTNERS

POLICY

NRG Energy, Inc. ("NRG") is committed to a high standard of business ethics and integrity worldwide. NRG will be law-abiding in any country in which it operates and will not intrude into the political affairs of any country.

NRG's reputation depends not only on the actions of our employees, but also on the actions of our consultants, agents and joint venture partners. The actions of our consultants, agents and joint venture partners may bind NRG legally or expose NRG to liability to third parties. Therefore, it is NRG's policy that its foreign consultants, agents and joint venture partners must demonstrate an ability and willingness to abide by NRG's policies and ethical standards.

NRG will not cause or permit any director, officer, employee, agent or consultant to take any action that would result in violation of the laws or regulations of any country.

There will be timely and accurate accounting regarding all transactions engaged in by or on behalf of the company involving foreign officials, with particular attention to gifts, gratuities, contributions and the retention of agents and consultants as permitted under this policy.

Management will devise, maintain, document and monitor a system of internal accounting controls, which will provide reasonable assurance of compliance with this policy and the requirements of the United States Foreign Corrupt Practices Act of 1977 (the "Act" or the "FCPA").

FOREIGN CORRUPT PRACTICES ACT

The FCPA prohibits U.S. companies, their directors, officers, employees, agents and stockholders acting on their behalf from making improper payments, giving gifts or offering anything of value to foreign officials to obtain or retain business or to secure an improper advantage. Company policy requires that all board of directors, officers, employees, agents and consultants of NRG comply with the FCPA.

A. Definition of Foreign Official

Under the FCPA, the term "foreign official" includes any officer or employee of a foreign government or any department, agency or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization. When in doubt, NRG employees should consult the NRG Legal Department for advice on whether a potential recipient of a payment is a "foreign official."

B. Prohibited Acts

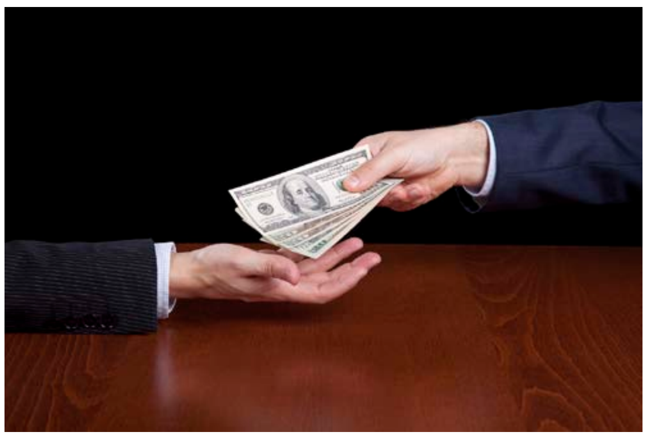
The following acts are prohibited by the FCPA:

1. Authorizing, offering, paying, promising or delivering any payment, gift or favor intended to influence any foreign official or foreign political party on a matter within their

responsibilities. For example, any payment to any foreign official for the purposes of obtaining or retaining sales of products or services to NRG, sales by NRG of NRG products or services, to win a bid or contract, or to obtain more favorable tax treatment is prohibited.

2. Any indirect payment to a third party if the payor knows that the third party may make a prohibited payment. For example, any payment to an NRG agent or consultant where the payor is aware or has a firm belief that such agent or consultant may make an improper payment to a foreign official or foreign political party is prohibited. The NRG payor may not avoid this prohibition by deliberately ignoring or purposefully avoiding knowledge that a bribe may be paid.

3. Establishing any undisclosed or unrecorded “slush” funds or assets; making any false or artificial entries in company books or records; failing to keep books, records and accounts in reasonable detail to reflect accurately the handling of money and other assets; and failing to maintain internal accounting controls sufficient to verify that no improper payments have been made.



C. <u>Permissible Payments and Affirmative Defenses</u>

The following payments may be made:

1. Payments to a foreign official or foreign political party for the purpose of expediting or securing the performance of a routine governmental action. Payments for the following routine governmental actions are permissible: obtaining permits, licenses or other official documents to qualify to do business in a foreign country; processing governmental papers, such as visas and work orders; assuring police protection, mail pickup and delivery, or scheduling inspections associated with contract performance or inspections related to the transit of goods across country; and providing phone service, power and water supply, loading and unloading cargo or protecting perishable products or commodities from deterioration. Routine governmental action does not include any decision by a foreign official to encourage, to award, to continue or to modify the terms relating to any business with any NRG entity.

2. Any payment that is lawful under the written laws and regulations of the foreign country.

3. Any reasonable and *bona fide* expenditure directly related to the promotion, demonstration or explanation of NRG products or services or the execution or performance of a contract with a foreign government or agency, such as the travel and lodging expenses of a foreign official on a trip for such purposes.

D. <u>Penalties</u>

Violations of the anti-bribery provisions of the FCPA may result in criminal fines of up to $2,000,000 for corporations and $100,000 and five years imprisonment for individuals. Violations of the accounting provisions may result in fines of up to $25,000,000 for corporations and $5,000,000 and twenty years imprisonment for individuals. Under alternative fine provisions, a violator may be fined up to twice the benefit sought from making the improper payment. Fines imposed on individuals may not be paid by their employers.

PAYMENTS CONTRIBUTIONS AND THE FCPA

Neither NRG nor any director, officer, employee, agent or consultant of NRG will directly or indirectly make or promise illegal payments or contributions, or engage in any other illegal conduct in order to influence customers, suppliers or governmental entities, including their officials or employees, to secure or retain business, to secure any improper advantage, to encourage any such employees or officials to fail to perform or to perform improperly their official functions or to influence legislation, nor undertake any of the acts prohibited by the FCPA, as summarized above. This would include contributions to charities, sponsorships and hiring individuals related to or for the benefit of the above. Neither NRG nor any director, officer, employee, agent or consultant of NRG will submit to extortion as a condition of doing business.

OTHER BRIBERY AND CORRUPTION ACTS

The FCPA

POLITICAL CONTRIBUTIONS

Even where political contributions are legal, it is NRG's policy, generally, not to make such contributions. Where it is legal and also appropriate under local custom, modest contributions may be made openly, but only to further the political process and not with the intent to influence a particular government official, candidate or party, and only on proper approval as specified in this policy. As noted below, any political contribution must be approved in advance by the Company's Chairman and Chief Executive Officer.

GIFTS AND GRATUITIES

Gifts shall not be given or received except of nominal value. Where local custom is so strong that to refuse a gift, or to not reciprocate with a gift, would be considered an insult, a gift can be received or given but only upon proper approval and documentation.

Gratuities or tips to facilitate the obtaining of services that are supposed to be performed are not favored and are to be resisted. Outside the U.S., if there is a strong local custom for such gratuities, they will be tolerated but only if made in small amounts and if properly authorized, accounted for and reported and not otherwise in violation of this policy.

AGREEMENTS WITH FOREIGN AGENTS, CONSULTANTS AND JOINT VENTURE PARTNERS

Due Diligence

Before entering into any agreement with a foreign consultant, agent or joint venture partner, NRG will conduct an appropriate background check. NRG will document the nature and results of the background check, and will maintain records of the background check.

The extent of the background check will vary depending on the circumstances. The responsible NRG business development personnel should determine the appropriate level of the background check on a case by case basis, in consultation with NRG's Legal Department. In conducting background checks on agents and consultants the following factors, among others, must be considered in deciding whether to approve the engagement:

1. Whether marketing conditions, local law or custom dictate the use of an agent or consultant.
2. The qualifications of the agent or consultant to render assistance or advice.
3. The reputation of the agent or consultant.
4. The reasonableness of the compensation in relation to the type and amount of services to be rendered, to the facilities and support made available by the company and to the total revenues and gross profits expected to be obtained.
5. Whether marketing expenses in the particular market, including the agent's or consultant's compensation, are reasonable in relation to total revenues and gross profit expected to be obtained.

Contracts

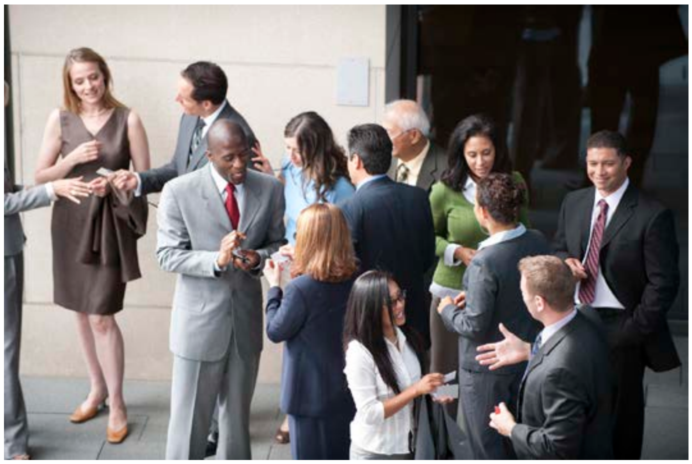
All contracts covered by this policy must be reviewed and approved by the NRG Legal Department before they are signed. NRG has a strong preference for using its own documents for these contracts. The NRG Legal Department has prepared the following standard documents for agreements with foreign consultants, agents and joint venture partners: Consulting Services Agreement, Memorandum of Understanding, Joint Venture Agreement, and Joint Bid Agreement. Copies of all contracts must be provided to and maintained by the NRG Legal Department.

At a minimum, contracts with foreign agents, consultants and joint venture partners must have appropriate FCPA language and conflict of interest provisions. In negotiating contracts, NRG personnel should convey that the principles underlying these contractual provisions are non-negotiable.

Under no circumstances shall the services to be furnished or the payment therefore be misrecorded nor shall any such transaction be used in any way, directly or indirectly, to obtain or conceal improper services or advantages of any kind.

Who Is Covered by This Policy?

This policy covers all consultants, agents and joint venture partners involved in NRG investments or projects outside the United States. For example, agreements with the following are covered by this policy: (a) any developer or consultant retained by NRG to assist in a bid for or the development of a foreign project; (b) any agent or consultant whose scope of work may include interaction with foreign government officials, including officers, board of directors or employees of state owned or controlled enterprises; and (c) any joint venture partner who may share in the equity ownership of a project with NRG, or who will receive a success fee at financial closing.



APPROVAL PROCEDURES

All written requests, reports and approvals should follow the approval procedure outlined below:

1. For political contributions, any exception to the general policy against such contributions must be approved by the Chief Executive Officer and Corporate Compliance Officer.

2. For gifts to foreign officials having a nominal value of $100 or more, the Corporate Compliance Officer must approve and must also determine whether a gift of such value received by an employee from a foreign official more properly should be considered the property of the Company.

3. Gratuities or tips to a foreign official to facilitate the obtaining of routine governmental services or action must be approved by and reported to the Corporate Compliance Officer.

4. All requests for retention or use of agents and consultants outside the U.S. must be approved by the Corporate Compliance Officer. In the case of all such agents and consultants, each such request shall contain a written memorandum approved by the Corporate Compliance Officer containing all required information about the agent or consultant and the relationship proposed. If approval is granted, a suitable contract shall be drafted, which shall contain the terms required by this policy.

IMPLEMENTATION RESPONSIBILITIES

1. Interpretation of this policy will be by the Corporate Compliance Officer and the General Counsel.

2. Management of NRG, including all officers, board of directors, managers, accounting managers, controllers and other financial personnel having authority over disbursement of

funds and all managers and business development personnel with responsibilities that include business development and marketing outside of the U.S., will be required to certify annually that they have read and understand this policy, that they have no knowledge of any violations of the policy and that they have taken appropriate steps to see that those reporting to them have read and understand the policy.

3. Every employee of NRG is expected to be candid and cooperate in communications with to NRG's auditors and to the employees of NRG's independent auditor.

4. Appropriate disciplinary action up to and including dismissal will be taken against employees who violate this policy.

5. The General Counsel will be responsible for keeping this policy updated to reflect experiences and changes in laws or regulations.

APPENDIX B: Securities Trading and Non-Disclosure Policy

Please read this Insider Trading Policy carefully and make sure you understand it. If you have any questions about it, please contact the General Counsel's office.

After you have read and understand this policy, please sign and return the certification to the Office of the General Counsel.

The Need for a Policy Statement

Federal and state laws prohibit certain buying, selling, or making other transfers of securities by persons who have material information relating to those securities that is not generally known or available to the public. These laws also prohibit persons with material nonpublic information concerning an issuer of securities from disclosing this information to others who may trade in such securities.

NRG Energy, Inc. ("NRG" or the "Company") has adopted the following policy regarding trading in securities by board of directors, officers, employees and consultants who have material nonpublic information. For purposes of this policy, "trading" includes purchases and sales of stocks, bonds, debentures, options, puts, calls and other securities and also includes sales of stock you acquire by exercising employee stock options and other trades you make pursuant to an investment direction under an employee benefit plan.

You are responsible for ensuring that you do not violate federal or state securities laws or this policy. We designed this policy to promote compliance with applicable securities laws and to protect the Company and you from the serious liabilities and penalties that can result from violations of these laws. This policy is not intended to restrict or prohibit lawful trading activities.

If you violate the insider trading laws, you may have to pay civil fines for up to three times the profit gained or loss avoided by unlawful trading, as well as criminal fines of up to $5,000,000. You also may have to serve a jail sentence of up to 20 years. In addition, the Company could be subject to a civil fine of up to the greater of $1,000,000 and three times the profit gained or loss avoided as a result of any unlawful trading violations by you. The Company could face criminal penalties of up to $25,000,000.

Both the SEC and the New York Stock Exchange are very effective at detecting and pursuing insider trading cases. The SEC has successfully prosecuted cases against employees trading through foreign accounts, trading by family members and friends, and trading involving only a small number of shares. Therefore, it is important that you understand the breadth of activities that constitute illegal insider trading.

Our Policy

1. You may not trade in the stock or other securities of any company when you know material nonpublic information about that company. This prohibition against "insider trading" applies to trading in securities of NRG, as well as to trading in the securities of other companies, such as the Company's material customers, suppliers, or firms with which the Company may be negotiating a major transaction.

2. You may not convey material nonpublic information about a company to others or suggest that anyone purchase or sell any company's securities while you are aware

of material nonpublic information about that company. This practice, known as “tipping,” also violates the securities laws and can result in the same civil and criminal penalties that apply if you engage in insider trading directly, even if you do not receive any money or derive any benefit from trades made by persons to whom you passed material nonpublic information. This prohibition against “tipping” applies to information about NRG and its stock, as well as to information about other companies, such as the Company’s material customers, suppliers, or firms with which the Company may be negotiating a major transaction. It also applies to information disclosed in an internet bulletin board or chat room. This policy does not restrict legitimate business communications on a “need to know” basis, where you have a basis to expect that the other person will not trade while in possession of the information.

These restrictions also apply to any member of your immediate family, anyone living in your household, anyone acting on your behalf, or anyone on whose behalf you are acting, and you are responsible for compliance with these policies by those persons. Even a casual remark to a friend or a family member may find its way to a broker, thereby requiring NRG to make a premature or unplanned public announcement of such information. The SEC and federal prosecutors may presume that trading by family members (including children away at school) is based on information you supplied and treat any such transactions as if you had traded yourself. There is no exception for small transactions or transactions that may seem necessary or justifiable for independent reasons, such as the need to raise money for an emergency expenditure.

Definition of Material Nonpublic Information

Material Information

Information is material if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, hold or sell a security. Remember that even if the information is not material to NRG, it may nevertheless be material to another company, and our policies therefore apply to your trading in other companies’ stock. Any information that you could expect to affect the price of the security is material. Common examples of information that may be material include:

- Earnings information, including revenue results, contracting activity or other revenue projections.

- News about a major contract award or cancellation of an existing contract.

- Financial projections, forecasts or budgets.

- Mergers, joint ventures, acquisitions, dispositions, tender offers, acquisition or sale of a business segment or unit, or other significant changes in assets.
- New products or discoveries or significant developments regarding customers or suppliers.
- Changes in senior management or other major personnel changes.
- Changes in dividend policy, declaration of a stock split or the offering of additional securities.
- Financial liquidity problems.
- Changes in pricing or discount policies.
- Significant legal exposure due to actual, pending or threatened litigation.
- Changes in the Company's auditors or a notification from its auditors that the Company may no longer rely on the auditors' audit report.
- Major events regarding the Company's securities.

Both positive and negative information can be material. Federal and state investigators will scrutinize a questionable trade after the fact with the benefit of hindsight, so it is advisable to err on the side of caution. Even the appearance of an improper transaction must be avoided to preserve NRG's reputation for adhering to a high standard for ethical conduct. If you have questions regarding specific information, please contact the General Counsel's office.

Nonpublic Information

Nonpublic information is information that is not generally known or available to the public. We consider information to be available to the public only when:

- it has been released to the public through appropriate channels, e.g., by means of a press release or a widely disseminated statement from a senior officer, and
- enough time has elapsed to permit the investment market to absorb and evaluate the information.

As a general rule, you should consider information to be nonpublic until one (1) full trading day after public disclosure.

Unauthorized Disclosure

All employees, executive officers and board of directors must maintain the confidentiality of NRG information for competitive, security and other business reasons, as well as to comply with securities laws. All information you learn about the Company or its business plans is potentially material nonpublic information that you should treat as confidential and proprietary to the Company. You may not disclose it to others, such as family members, other relatives, or business or social acquaintances. This applies no matter where you live or where the receiver of information lives. Additionally, do not disclose material non-public information to anyone, including co-workers, unless the person receiving the information has a legitimate business need to know. You must use caution when discussing material nonpublic information in public places or anywhere else where a conversation can be overheard. You should not discuss proprietary or confidential information in public places, such as restaurants or airplanes, or on cellular phones.

Also, legal rules govern the timing and nature of our disclosure of material information to outsiders or the public. Violation of these rules could result in substantial liability for you, the Company and its management. For this reason, we permit only specifically designated representatives of the Company to discuss the Company with the news media, securities analysts and investors and only in accordance with the Company's Investor Communications Policy. If you receive inquiries of this nature you should refer them to our Communications Group.

In the event you make, or believe you may have made, an unauthorized disclosure, you must immediately provide complete information regarding such disclosure to the Communications Group and the Office of the General Counsel, who shall determine the appropriate response to such disclosure.

When and How You Can Trade Company Stock

Following are procedures that all employees may follow to reduce the likelihood that they will be viewed as engaged in insider trading or tipping. Executive officers and members of the Company's board of directors are required to comply with these procedures at all times.

Blackout Periods

The Company has imposed quarterly blackout periods during which executive officers, board of directors and certain other employees may not affect any transactions in NRG stock. This includes broker orders placed before the beginning of the blackout period but not fully confirmed.

The quarterly blackouts start two weeks before the end of the calendar quarter and end on the close of business of the next business day following release of the quarterly or annual earnings. Board of directors, executive officers and other affected personnel will be notified each quarter of the exact dates of that quarter's blackout periods.

From time to time the Company may impose additional blackout periods. In such events, the General Counsel's office will notify board of directors, executive officers and other affected personnel of restrictions on transactions involving the purchase or sale of the Company's securities and on not disclosing to others the fact that a blackout period has been imposed.

Additionally, the Sarbanes-Oxley Act of 2002 requires the Company to absolutely prohibit all purchases, sales or transfers of Company stock by board of directors and executive officers during a pension fund blackout period. A pension fund blackout period exists whenever 50%

or more of the plan participants are unable to conduct transactions in their accounts for more than three consecutive days. These blackout periods typically occur when there is a change in the retirement plan's trustee, record keeper or investment manager. Notice of any such blackout period will be provided.

Exceptions

Prearranged Trading Plans — An SEC rule, Rule 10b5-1(c), provides a defense from insider trading liability if trades occur pursuant to a pre-arranged "trading plan" that meets specified conditions. Board of directors and executive officers considering establishing a Rule 10b5-1(c) trading plan must obtain preclearance from the Office of the General Counsel at the time the trading plan is established.

NRG Energy, Inc. Employee Stock Purchase Plan — The purchase of shares under the Company's Employee Stock Purchase Plan (but not the sale of any shares that have been purchased) is exempt from this policy.

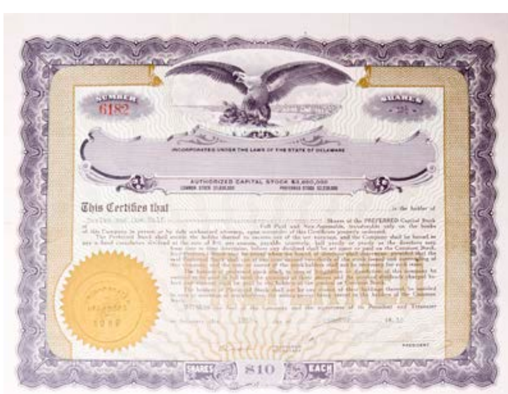
Trading Preclearance

The Company requires its executive officers and board of directors, as well as other people who have been notified by the General Counsel's office that they are subject to the Company's preclearance policy, to contact the General Counsel's office in advance of affecting any purchase, sale or other trading of Company stock and to obtain prior approval of the transaction. To the extent this preclearance policy applies to any individual, it also applies to members of the individual's immediate family, anyone living in the individual's household, anyone acting on behalf of the individual or anyone on whose behalf the individual is acting.

The preclearance policy does not apply to a stock option exercise if the option is to be exercised and no shares are to be sold, but it does apply to sales of stock issued upon the exercise of stock options, including same-day sales and cashless exercises.

Any transaction that receives approval under the preclearance policy must be confirmed within two business days after the approval is obtained, but regardless may not be executed if you acquire material nonpublic information during that time. If a transaction is not confirmed within the two business day period, the transaction must be approved again before it is executed.

If a proposed transaction is not approved under the preclearance policy, you should refrain from initiating any transaction in Company stock, and you should not inform anyone of the restriction.



Reporting of Transactions

SEC rules impose reporting obligations on executive officers, board of directors and 10% shareholders. If there is any change in the beneficial ownership of NRG securities by such an insider, that person is generally required to file a Form 4 with the SEC reporting the change within two business days. Failure to timely file Form 4s results in disclosure of the delinquent filing in the Company's proxy, or, in more serious cases, SEC enforcement actions or fines. While SEC rules impose the obligation for preparing and filing Form 4s upon the insider, the Company provides assistance in preparation and filing.

"Short-Swing" Transactions

Under SEC rules, profits realized through "short-swing transactions" by board of directors or executive officers belong, with certain limited exceptions, to the Company. Generally, a "short-swing transaction" is any purchase and sale (or the converse) that takes place within a six-month period. The profit is computed using the highest sale price and lowest purchase price during the transaction period.

Whether the insider had material nonpublic information at any point during the transaction period is immaterial. The Company or any of its equity shareholders may bring suit to allow the Company to recover the profit within two years of the insider's realization of profit.

Contacts

For assistance with any of the matters discussed in this memorandum, please contact the Office of the General Counsel.