

NRG ENERGY, INC.
Form DEF 14A
March 16, 2017

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

NRG ENERGY, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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-

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2017 Annual Meeting of Stockholders and Proxy Statement

March 16, 2017

Fellow Stockholders:

We are pleased to invite you to attend NRG Energy, Inc.'s Annual Meeting of Stockholders, which will be held at 9 a.m., Eastern Time, on Thursday, April 27, 2017, at the Hyatt Regency Princeton, 102 Carnegie Center, Princeton, New Jersey 08540. Details regarding admission to the meeting and the business to be conducted are more fully described in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we hope you will vote as soon as possible. Information about voting methods is set forth in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement.

On behalf of everyone at NRG, I thank you for your ongoing interest and investment in NRG Energy, Inc. We are committed to acting in your best interests. If you have any questions with respect to voting, please call our proxy solicitor, MacKenzie Partners, Inc., at (800) 322-2885 (toll free).

Sincerely,

LAWRENCE S. COBEN
Chairman of the Board

THIS PROXY STATEMENT AND PROXY CARD ARE
BEING DISTRIBUTED ON OR ABOUT MARCH 16, 2017.

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NRG Energy, Inc.
804 Carnegie Center, Princeton, New Jersey 08540

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

When: Thursday, April 27, 2017, 9:00 a.m. Eastern Time

Where: Hyatt Regency Princeton, 102 Carnegie Center, Princeton, New Jersey 08540

We are pleased to invite you to join our Board of Directors and senior leadership at the NRG Energy, Inc. 2017 Annual Meeting of Stockholders.

ITEMS OF BUSINESS:

1. To elect thirteen directors.
2. To adopt the NRG Energy, Inc. Amended and Restated Long-Term Incentive Plan.
3. To adopt the NRG Energy, Inc. Amended and Restated Employee Stock Purchase Plan.
4. To approve, on a non-binding advisory basis, NRG's executive compensation.
5. To approve, on a non-binding advisory basis, the frequency of the non-binding advisory vote on executive compensation.
6. To ratify the appointment of KPMG LLP as NRG's independent registered public accounting firm for the 2017 fiscal year.
7. To vote on a stockholder proposal regarding disclosure of political expenditures, if properly presented at the meeting.
8. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement.

RECORD DATE:

You are entitled to vote if you were a stockholder of record at the close of business on March 13, 2017.

Voting Information

HOW TO VOTE:

Even if you plan to attend the Annual Meeting in person, please vote right away using one of the following advance voting methods. Make sure to have your proxy card or voting instruction form in hand and follow the instructions.

Via the Internet:

You may vote at www.proxyvote.com, from anywhere in the world, 24 hours a day, 7 days a week, up until 11:59 p.m. Eastern Time on April 26, 2017.

By phone:

If you live in the United States, you may vote 24 hours a day, 7 days a week, up until 11:59 p.m. Eastern Time on April 26, 2017, by calling (800) 690-6903 from a touch-tone phone.

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By mail:

If you received a paper copy of the materials, you may mark, sign, date and mail your proxy card or voting instruction card in the enclosed, postage-paid address envelope, so that it is received by the Company prior to April 27, 2017, the Annual Meeting date.

In person:

You can vote by a ballot that will be provided to you at the Annual Meeting. However, if you are a beneficial owner of shares held in street name (through a bank, broker or other nominee), you must bring a legal proxy from your bank, broker or other nominee to vote in person.

By Order of the Board of Directors

BRIAN E. CURCI,
Corporate Secretary

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2017 ANNUAL MEETING OF STOCKHOLDERS

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This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement before voting. For more complete information regarding the Company's 2016 performance, please review the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

Roadmap of Voting Matters

Stockholders are being asked to vote on the following matters at the 2017 Annual Meeting of Stockholders:

Proposal 1. Election of Directors (page 17)

The Board of Directors (the Board) and the Governance and Nominating Committee believe that the 13 director nominees possess the necessary qualifications, attributes, skills and experiences to provide advice and counsel to the Company's management and effectively oversee the business and the long-term interests of our stockholders.

FOR
each Director nominee

Proposal 2. Adoption of the NRG Energy, Inc. Amended and Restated Long-Term Incentive Plan (LTIP) (page 25)

The Compensation Committee and the Board believe that it is in the best interests of the Company and its stockholders to increase the number of shares available for issuance under the LTIP, extend the term of the LTIP until February 22, 2027, add plan features to provide additional shareholder protections, and to make other minor technical changes to the LTIP. Stockholders are being asked to adopt the LTIP which, as amended, incorporates these changes.

FOR

Proposal 3. Adoption of the NRG Energy, Inc. Amended and Restated Employee Stock Purchase Plan (ESPP) (page 34)

The Compensation Committee and the Board believe that it is in the best interests of the Company and its stockholders to increase the number of shares authorized for issuance and available for purchase under the ESPP, to extend the term of the ESPP until December 31, 2026 and to make other minor changes to the ESPP. Stockholders are being asked to adopt the ESPP which, as amended, incorporates these changes.

FOR

Proposal 4. Approval, on a non-binding advisory basis, of NRG's executive compensation (the Say on Pay Proposal) (page 37)

The Company seeks a non-binding advisory vote to approve the compensation of its named executive officers as described in the Compensation Discussion and Analysis beginning on page 49 and the compensation tables and narrative discussion. The Board values stockholders' opinions, and the Compensation Committee will take into account the outcome of the advisory vote when considering future executive compensation decisions.

FOR

Proposal 5. Approval, on a non-binding advisory basis, of the frequency of the vote to approve NRG's executive compensation (the Say on Frequency Proposal) (page 38)

The Company seeks a non-binding advisory vote on how often the Company should include a vote to approve the Company's executive compensation, the Say on Pay Proposal, in its proxy materials for future annual stockholder meetings. Stockholders may vote to have the Say on Pay Proposal included every one year, two years or three years or abstain from the vote.

**ONE
YEAR**

I [Proxy Statement Highlights](#)

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Proposal 6. Ratification of the appointment of KPMG LLP as NRG's independent registered public accounting firm for the 2017 fiscal year (the Ratification of KPMG LLP's Appointment Proposal) (page 39)

The Audit Committee and the Board believe that the retention of KPMG LLP as the Company's independent registered public accounting firm for the 2017 fiscal year is in the best interests of the Company and its stockholders. As a matter of good corporate governance, stockholders are being asked to ratify the Audit Committee's selection of KPMG LLP.

FOR

Proposal 7. Stockholder Proposal, if properly presented (page 40)

Political Expenditures Disclosure

AGAINST

Corporate Governance Highlights

We are committed to maintaining the highest standards of corporate governance, which promote the long-term interests of our stockholders, strengthen Board and management accountability and help build public trust in the Company. The Governance of the Company section beginning on page 6 describes our corporate governance framework, which includes the following highlights:

Annual election of directors	Regular executive sessions of independent directors
Majority voting for directors	Risk oversight by full Board and committees
13 director nominees of which 11 are independent	Commitment to sustainability
Adopted proxy access for stockholders to nominate directors	Anti-hedging and anti-pledging policies
Independent Audit, Compensation, and Governance Committees	

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Director Nominees

Lawrence S. Coben (Chairman of the Board) <i>Chairman and Chief Executive Officer, Tremisis Energy Corporation LLC.</i>	58	2003	YES	1					
E. Spencer Abraham <i>Chairman and Chief Executive Officer, The Abraham Group</i>	64	2012	YES	4		•	•	•	•
Kirbyjon H. Caldwell <i>Senior Pastor, Windsor Village United Methodist Church</i>	63	2009	YES	0		•	•	•	
Terry G. Dallas <i>Former Executive Vice President and Chief Financial Officer, Unocal Corporation</i>	66	2012	YES	0	•			•	•
Mauricio Gutierrez <i>President and Chief Executive Officer, NRG Energy, Inc.</i>	46	2016	NO	1	•			•	
William E. Hantke <i>Former Executive Vice President and Chief Financial Officer, Premcor, Inc.</i>	69	2006	YES	1		•		•	
Paul W. Hobby <i>Managing Partner, Genesis Park, L.P.</i>	56	2006	NO	0	•			•	•
Anne C. Schaumburg	67	2005	YES	1		•		•	•

*Former Managing
Director of Credit
Suisse First Boston*

Evan J. Silverstein
*Former General
Partner and Portfolio
Manager at
SILCAP LLC*

62

2012

YES

0

•

•

Barry T. Smitherman
*Energy Industry
Consultant and
Adjunct Professor of
Energy Law at The
University of Texas
School of Law*

59

2017

YES

0

•

•

•

•

Thomas H. Weidemeyer
*Former Director,
Senior Vice President
and Chief Operating
Officer of United
Parcel Service, Inc.*

69

2003

YES

2

•

•

C. John Wilder
*Executive Chairman
of Bluescape Energy
Partners*

58

2017

YES

1

•

•

Walter R. Young
*Former Chairman,
Chief Executive
Officer and President
of Champion
Enterprises, Inc.*

72

2003

YES

0

•

•

1 Chair • Member

A = Audit Committee

B = Business Review Committee

C = Compensation Committee

G&N = Governance and Nominating Committee

F = Finance and Risk Management Committee

N = Nuclear Oversight Committee

NSC = Nuclear Oversight Subcommittee

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[Questions and Answers](#)

Please see the Questions and Answers section beginning on page 73 for important information about the proxy materials, voting and the 2018 Annual Meeting of Stockholders. Additional questions may be directed to our proxy solicitor, MacKenzie Partners, Inc., at (800) 322-2885 or proxy@mackenziepartners.com.

[Learn More About Our Company](#)

You can learn more about the Company, view our governance materials and much more by visiting our website, www.nrg.com.

Please also visit our 2017 Annual Meeting website at www.proxyvote.com to easily access the Company's proxy materials or vote through the Internet.

[Proxy Statement Highlights](#)

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We are providing these proxy materials to you in connection with the solicitation of proxies by the Board of NRG Energy, Inc. for the 2017 Annual Meeting of Stockholders (Annual Meeting) and for any adjournment or postponement of the Annual Meeting. The Annual Meeting will be held on Thursday, April 27, 2017, at 9 a.m. Eastern Time at the Hyatt Regency Princeton, 102 Carnegie Center, Princeton, NJ 08540. In this Proxy Statement, "we," "us," "our," "NRG" and the "Company" refer to NRG Energy, Inc.

You are receiving this Proxy Statement because you own shares of our common stock, par value \$0.01 per share, that entitle you to vote at the Annual Meeting. By use of a proxy, you can vote whether or not you attend the Annual Meeting. This Proxy Statement describes the matters on which we would like you to vote and provides information on those matters.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting
of Stockholders to be held on Thursday, April 27, 2017**

Each of the Notice of Annual Meeting, this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 is available at www.proxyvote.com. **If you would like to receive, without charge, a paper copy of our Annual Report on Form 10-K, including the financial statements and the financial statement schedules, please send your request to Investor Relations, 804 Carnegie Center, Princeton, New Jersey 08540.**

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Corporate Governance Guidelines and Charters

The Board has adopted Corporate Governance Guidelines (Guidelines) that, along with the Amended and Restated Certificate of Incorporation, the Fourth Amended and Restated Bylaws (Bylaws) and the charters of the committees of the Board (Committees), provide the framework for the governance of the Company. The Board's Governance and Nominating Committee is responsible for periodically reviewing the Guidelines and recommending any proposed changes to the Board for approval. The Guidelines are available on the Governance section of the Company's investor relations website at <http://investors.nrg.com>, along with the charters of all the Committees and the Code of Conduct. The Guidelines, the charters of all of the Committees and the Code of Conduct are also available in print to any stockholder who requests them.

Director Independence

Under the Guidelines, a majority of the Board must be composed of independent directors. The Board determines the independence of our directors by applying the independence principles and standards established by the New York Stock Exchange (NYSE). These provide that a director is independent only if the Board affirmatively determines that such director does not have a direct or indirect material relationship with the Company, which may include commercial, industrial, consulting, legal, accounting, charitable, familial and other business, professional and personal relationships.

The Board conducts a review of the independence of the Company's directors on an annual basis. In its most recent review, the Board considered, among other things:

Any employment relationships between the Company and its directors (other than Mauricio Gutierrez) or their immediate family members;

Any affiliations of the Company's directors or their immediate family members with the Company's

independent registered public accounting firm, compensation consultants, legal counsel and other consultants and advisors;

Any transactions that would require disclosure as a related person transaction or that qualify for review under our related person transactions policy;

Any transactions made in the ordinary course of business with a company in which a director serves on the board or as a member of the executive management team; and

Any transactions involving payments made by the Company to educational institutions.

In addition, because the Company provides retail electricity services through certain of its subsidiaries, the Board also considered instances where certain of our directors are directors of businesses that received electricity services from the Company.

The Board has determined that all of the Company's directors are independent under the Guidelines and the NYSE listing standards, with the exception of Mauricio Gutierrez, our President and Chief Executive Officer, and Paul Hobby, whose sister-in-law is a partner at the Company's independent registered public accounting firm. Mr. Hobby's sister-in-law is not involved in any Company matters. Mr. Hobby's sister-in-law intends to retire in September 2017, and at such time we expect that Mr. Hobby will become an independent director.

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Each of the Audit, Compensation, and Governance and Nominating Committees is made up solely of independent directors. In accordance with the Guidelines and NYSE listing standards, all members of the Audit and Compensation Committees meet additional independence standards applicable to audit and compensation committee members, respectively.

Governance of the Company

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Board Structure and Leadership

Chairman of the Board: Lawrence S. Coben	Separate Chairman and Chief Executive Officer (CEO)
Number of directors: 13	Regular executive sessions of independent directors
Number of regular meetings in 2016: 5	Majority voting for directors
Number of special meetings in 2016: 5	Each committee led by an independent director
Annual election of directors	Active engagement by all directors

All directors stand for election annually. Each director will hold office until his or her successor has been elected and qualified or until the director's earlier death, resignation or removal.

As of the 2016 Annual Meeting of Stockholders, there were 13 members of the Board. During the 2016 fiscal year, no director attended less than 75% of the total of the Board meetings and the meetings of the Committees on which he or she served.

On February 13, 2017, in connection with the Cooperation Agreements as further described on page 17, Mr. Howard Cosgrove resigned as chairman of the Board and as a director and Mr. Edward R. Muller resigned as vice chairman of the Board and as a director. The Board elected Mr. Lawrence S. Coben as chairman of the Board to replace Mr. Cosgrove. The Board elected Mr. Barry T. Smitherman and Mr. C. John Wilder to the vacant seats created by the resignations of Messrs. Cosgrove and Muller. On February 23, 2017, the Board reconstituted the composition of its standing committees as a result of the recent changes in the composition of the full Board and to take into account the number of committees on which each Board member serves.

The Guidelines provide that non-executive directors meet in executive session regularly following Board meetings. The Company's Non-Executive Chairman, Mr. Coben, presides at these sessions. Also, pursuant to the Company's Bylaws, Mr. Coben has been designated as an "alternate member" of all Committees to replace any absent or disqualified members of a Committee.

Directors are encouraged to attend the annual meetings of stockholders. All of the directors attended the 2016 Annual Meeting of Stockholders.

Our CEO, Mr. Gutierrez, and Chairman, Mr. Coben, work closely together in complementary roles. Mr. Gutierrez focuses on the day-to-day developments of the Company and establishes the Company's strategic plan. Mr. Coben leads the Board's responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and management, oversee succession planning, most notably at the CEO level, and preside over the Board and its Committees as they perform their broad and varied oversight functions. The Board believes that these complementary roles provide the appropriate governance structure for the Company at this time.

Since December 2003, NRG's governance structure has been led by a separate CEO and Chairman of the Board. Irrespective of the Company's current practice, the Board believes that an effective board leadership structure is highly dependent on the experience, skills and personal interaction between persons in leadership roles. As stated in the Guidelines, the Board believes that it is in the best interest of the Company for the Board to make a determination regarding whether or not to separate the roles of Chairman and CEO based upon the present circumstances.

Governance Practices

The Board has taken a proactive approach in applying leading governance practices, which is evidenced by the Board's recommendation, and our stockholders' subsequent approval, of the majority voting standard for the election of directors at the 2009 Annual Meeting of Stockholders, the declassification of our Board at the 2012 Annual Meeting of Stockholders and the adoption of proxy access following the 2016 Annual Meeting of Stockholders. Furthermore, as described in the Guidelines, the Board follows a series of governance practices that it believes foster effective Board oversight and accountability to the Company's stockholders. These practices include:

Executive and director stock ownership guidelines to align interests with our stockholders;

Ongoing succession planning for the CEO and other senior management;

Annual performance evaluations of the Board and each of its standing Committees, as well as periodic peer review for individual directors;

Director orientation and continuing education program, including Company site visits and information sessions with Company management; and

Access to and engagement of outside advisors and consultants to assist the Board and the Committees in the performance of their duties, as appropriate.

Proxy Access

Following our 2016 Annual Meeting of Stockholders at which a non-binding proxy access stockholder proposal received the affirmative vote of majority of shares present, we engaged with the stockholder who submitted the proposal. Our Board determined that the best course of action for the Company and our stockholders was to

amend our bylaws to include proxy access. In December 2016, our Board adopted amendments to our Bylaws to implement proxy access. Under the proxy access provisions in our Bylaws, a stockholder (or group of up to 20 stockholders) continuously owning at least 3% of our outstanding common stock for a period of at least three years prior to the date of the nomination may nominate and include in our proxy materials for the following annual meeting director nominees constituting up to 20% of the Board. To do so, the stockholder must submit the information required by Article II, Section 15 of our Bylaws to the Company's Corporate Secretary as described further under "Director Nominees for Inclusion in the Proxy Materials for the 2018 Annual Meeting of Stockholders (Proxy Access)."

Risk Oversight

While the Company's management is responsible for the day-to-day management of the risks that the Company faces, the Board, as a whole and through its Committees, has responsibility for overall risk oversight of the Company. A fundamental aspect of risk oversight includes not only understanding the material risks to the business and what steps management is taking or should be taking to manage those risks, but also understanding and determining the appropriate risk appetite for the Company. The Board's role in reviewing and approving matters such as the Company's annual business plan, budget and long-term plan, strategic initiatives, individual development projects, acquisitions and divestitures, and capital allocation plan, represents the primary means by which the Board defines for management what constitutes an appropriate level of risk for the Company.

RISK OVERSIGHT HIGHLIGHTS

The Board has responsibility for overall risk oversight of the Company.

Board Committees, especially the Finance and Risk Management Committee, play an important role.

Risk oversight includes understanding the material risks to the business and what steps management is taking or should be taking to manage those risks, as well as understanding and determining the appropriate risk appetite for the Company.

To define the Company's risk appetite, the Board reviews and approves the annual business plan, budget and long-term plan, strategic initiatives, individual development projects, acquisitions and divestitures, and capital allocation plan.

The Board performs its risk oversight function in several ways. The Board monitors, reviews and reacts to strategic and corporate risks through reports by management, including the Enterprise Risk Management team, which is further described below, and through the Committees of the Board. This oversight function is conducted primarily through the Finance and Risk Management Committee. The Finance and Risk Management Committee was formed

in 2014 and is responsible for company-wide enterprise risk management. The Finance and Risk Management Committee provides risk oversight with respect to the Company's trading of fuel, transportation, energy and related products and services, regulatory compliance, and its management of the risks associated with such activities. The Company's Financial Risk Management Committee, a committee comprised of senior management and key personnel in and around the finance, commercial operations and risk functions, reports to the Finance and Risk Management Committee on a regular basis.

The table below summarizes the significant role the various Board Committees play in carrying out the risk oversight function.

Audit Committee	Discusses our policies with respect to risk assessment and risk management. Focuses on financial risks, including reviewing the effectiveness of our internal controls, conducting a detailed review of the financial portions of our Securities and Exchange Commission (SEC) reports, approving the independent auditor and the annual audit plan, and receiving periodic reports from the Company's independent auditor, our internal auditor and our corporate compliance officer.
Compensation Committee	Oversees risks related to our compensation policies and practices, with input from management and the Compensation Committee's independent outside compensation consultant, Pay Governance LLC (Pay

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Governance).

Finance and Risk Management Committee	Oversees risks related to our capital structure, liquidity, financings and other capital markets transactions as well as risks related to our trading of fuel, transportation, energy and related products and services, and regulatory compliance.
Nuclear Oversight Committee and Subcommittee	Oversees risks related to our ownership and operation, directly or indirectly, of interests in nuclear power plant facilities.

The Chairs of each of the Committees regularly report to the Board on all matters reviewed by their respective Committees, thereby providing the Board with the opportunity to identify and discuss any risk-related issues or request additional information from management or the Committees that may assist the Board in its risk oversight role. To this end, risk-related issues presented to the Committees and the Nuclear Oversight Subcommittee are routinely presented to the full Board to ensure proper oversight.

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As described above, the Compensation Committee is responsible for overseeing risks related to our compensation policies and practices. The Company's Enterprise Risk Management team is responsible for assisting the Compensation Committee with its oversight and analysis of these risks. To assist the Compensation Committee with determining whether the Company's compensation policies and practices subject the Company to unnecessary risk or could potentially motivate employees to take excessive risk, the Company's Enterprise Risk Management team conducted a review of these policies and practices and reported to the Compensation Committee its findings as follows:

base salaries are a sufficient component of total compensation to discourage risk taking;

earnings goals under the Company's Second Amended and Restated Annual Incentive Plan for Designated Corporate Officers (AIP) are based upon its audited financial statements and the Company believes that the goals are attainable without the need to take inappropriate risks or make material changes to the Company's business or strategy;

named executive officers who receive payment under the AIP and the LTIP may be required to reimburse the Company for all or a portion of the payment (commonly referred to as a clawback) if the Company has to prepare an accounting restatement because it is in material noncompliance with any financial reporting requirements or in the case of fraud, embezzlement or other serious misconduct, which discourages risk taking;

Market Stock Unit (MSU) or Relative Performance Stock Unit (RPSU) awards under the LTIP are typically based upon total stockholder return over three-year periods, which mitigates short-term risk taking;

because incentive compensation has a large equity component, value is best realized through long-term appreciation of stockholder value, especially when coupled with the stock ownership guidelines, which expose the Company's named executive officers to loss of the value of the retained equity if stock appreciation is jeopardized; and

the use of incentive compensation components that are paid or vest over an extended period also mitigates against unnecessary or excessive risk taking.

Furthermore, the Enterprise Risk Management team has continued to evaluate and review new or amended compensation policies or practices and has reported its findings to the Compensation Committee, which are consistent with the principles identified above.

As a result of the review, management and the Compensation Committee have concluded that the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

Director Nominee Selection Process

The Governance and Nominating Committee is responsible for identifying individuals that the Committee believes are qualified to become Board members in accordance with criteria set forth in the Guidelines. These criteria include an individual's business experience and skills, independence, judgment, integrity, and ability to commit sufficient time and attention to the activities of the Board. The Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all Board members. While the Company does not have a formal diversity policy, the Guidelines, since their adoption in 2004, provide that the Committee will consider diversity criteria in the context of the perceived needs of the Board as a whole and seek to achieve a diversity of backgrounds and perspectives on the Board.

The Governance and Nominating Committee's process for identifying and evaluating director nominees also includes consultation with all directors, solicitation of proposed nominees from all directors, the engagement of one or more professional search firms, if deemed appropriate, interviews with prospective nominees by the Committee (and other directors, if deemed appropriate) and recommendations regarding qualified candidates to the full Board.

As further described under "Stockholder Recommendations for Director Candidates" on page 79, the Governance and Nominating Committee also considers director candidates recommended by stockholders.

Board Committees

The Board has the following five standing Committees: Audit, Compensation, Governance and Nominating, Finance and Risk Management and Nuclear Oversight, which includes the Nuclear Oversight Subcommittee. In addition, in February 2017, the Board created the Business Review Committee, which is an ad hoc committee of the Board. The membership and the functions of each Committee are described below.

AUDIT COMMITTEE

Members: William E. Hantke (Chair), Terry G. Dallas, Barry T. Smitherman, Thomas H. Weidemeyer and Walter R. Young

Number of meetings in 2016: 4

Audit Committee Financial Experts: William E. Hantke, Terry G. Dallas and Walter R. Young

Primary Responsibilities: appoints, retains, oversees, evaluates, and compensates the independent auditors; reviews the annual audited and quarterly consolidated financial statements; and reviews major issues regarding accounting principles and financial statement presentations.

Independence: 5 of 5 members

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The Audit Committee represents and provides assistance to the Board with respect to matters involving the accounting, auditing, financial reporting, internal controls, and legal compliance functions of the Company and its subsidiaries, including assisting the Board in its oversight of the integrity of the Company's financial statements, compliance with legal and regulatory requirements, the qualifications, independence, and performance of the Company's independent auditors, the performance of the Company's internal audit function, and effectiveness of the Company's financial risk management. Among other things, the Audit Committee:

appoints, retains, oversees, evaluates, and compensates the independent auditors;

reviews the annual audited and quarterly consolidated financial statements;

reviews major issues regarding accounting principles and financial statement presentations;

reviews earnings press releases and earnings guidance provided to analysts and rating agencies;

reviews with the independent auditors the scope of the annual audit, and approves all audit and permitted nonaudit services provided by the independent auditors;

considers the adequacy and effectiveness of the Company's internal control and reporting system;

discusses policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and the effectiveness of the Company's system for monitoring compliance with laws and regulations, and reviews the Company's tax policies and findings of regulatory agencies and independent auditors;

reports regularly to the Board regarding its activities and prepares and publishes required annual Committee reports;

establishes procedures for the receipt, retention, and treatment of complaints and concerns regarding accounting, internal accounting controls, or auditing matters;

oversees the internal audit and corporate compliance functions;

reviews the Company's political contributions and expenditures and its related policy, as well as its membership in business and trade associations that engage in lobbying activities or make political expenditures; and

annually evaluates the performance of the Audit Committee and the adequacy of its charter.

COMPENSATION COMMITTEE

Members: Walter R. Young (Chair), E. Spencer Abraham, Kirbyjon H. Caldwell and William E. Hantke

Number of meetings in 2016: 5

Primary Responsibilities: oversees the Company's overall compensation structure, policies, and programs

Independence: 4 of 4 members

Among other things, the Compensation Committee:

reviews and recommends to the Board annual and long-term goals and objectives relevant to the compensation of the President and CEO, evaluates the performance of the President and CEO in light of those goals and objectives, and either as a committee with the Chairman of the Board or together with the other independent directors, determines and approves the President and CEO's compensation;

reports to the Board on the review of annual and long-term goals and objectives relevant to the compensation of the Chief Financial Officer, the Executive Vice Presidents and any other officer designated by the Board, the evaluation of those officers' performance in light of those goals and objectives, the determination and approval of compensation levels based on such evaluations and the review and approval of employment arrangements, severance arrangements and benefits plans;

reviews and recommends to the Board the compensation, incentive compensation and equity-based plans that are subject to Board approval;

reviews and approves stock incentive awards for executive officers other than the President and CEO;

makes recommendations regarding, and monitors compliance by officers and directors with, the Company's stock ownership guidelines;

reviews the compensation of directors for service on the Board and its committees;

oversees the evaluation of management and annually reviews the Company's senior management succession plans;

reviews and approves employment agreements and severance arrangements, benefit plans not otherwise subject to Board approval, and corporate goals and objectives for officers other than the President and CEO;

reviews and discusses with management the Compensation Discussion and Analysis (CD&A) to be included in the Company's Proxy Statement or annual report on Form 10-K, and based on such review and discussions, recommends to the Board that the CD&A be included in the Company's Proxy Statement or annual report on Form 10-K, as applicable;

evaluates any conflicts of interest and the independence of any outside advisors engaged by the Compensation Committee;

reviews and oversees the Company's overall compensation strategy, structure, policies, programs, risk profile and any stockholder advisory votes on the Company's compensation practices and assesses whether the compensation structure establishes appropriate incentives for management and employees; and

annually evaluates the performance of the Compensation Committee and the adequacy of its charter.

The Compensation Committee may delegate to one or more subcommittees such power and authority as the Compensation Committee deems appropriate. No subcommittee shall consist of fewer than two members, and the Compensation Committee may not delegate to a subcommittee any power or authority that is required by any law, regulation or listing standard to be exercised by the Compensation Committee as a whole.

Pay Governance, the Compensation Committee's independent compensation consultant for fiscal year 2016, assisted with executive pay decisions and worked with the Compensation Committee to formulate the design of the executive compensation program for 2016.

GOVERNANCE AND NOMINATING COMMITTEE

Members: Thomas H. Weidemeyer (Chair), E. Spencer Abraham, Kirbyjon H. Caldwell and Evan J. Silverstein

Number of meetings in 2016: 4

Primary Responsibilities: recommends director candidates to the Board for election at the Annual Meeting of Stockholders, and periodically reviews the Guidelines and recommends changes to the Board

Independence: 4 of 4 members

Among other things, the Governance and Nominating Committee:

identifies and reviews the qualifications of potential nominees to the Board consistent with criteria approved by the Board, and assesses the contributions and independence of incumbent directors in determining whether to recommend them for re-election;

establishes and reviews procedures for the consideration of Board candidates recommended by the Company's stockholders;

makes recommendations to the Board concerning the structure, composition, and functioning of the Board and its committees;

reviews and assesses the channels through which the Board receives information, and the quality and timeliness of information received;

reviews and recommends to the Board retirement and other tenure policies for directors;

reviews and approves Company policies applicable to the Board, the directors and officers subject to Section 16 of the Securities Exchange Act of 1934, as amended (the Exchange Act);

reviews and reports to the Board regarding potential conflicts of interests of directors;

recommends to the Board director candidates for the annual meeting of stockholders, and candidates to be elected by the Board as necessary to fill vacancies and newly created directorships;

oversees the evaluation of the Board and its committees;

monitors directorships in other public companies held by directors and senior officers of the Company;

annually evaluates the performance of the Governance and Nominating Committee and the appropriateness of its charter;

oversees the orientation process for new director programs for the continuing education of directors; and

coordinates annual self-evaluations for the Board, each director, and each of the Audit Committee, Compensation Committee, Governance and Nominating Committee, Finance and Risk Management Committee and Nuclear Oversight Committee and Subcommittee to assess their effectiveness and review their respective charters.

FINANCE AND RISK MANAGEMENT COMMITTEE

Members: Evan J. Silverstein (Chair), Terry G. Dallas, Paul W. Hobby, Anne C. Schaumburg and C. John Wilder

Number of meetings in 2016: 7

Primary Responsibilities: assists the Board in fulfilling its responsibilities with respect to the oversight of trading, power marketing and risk management issues at the Company, and reviews and approves certain financial development transactions

Independence: 4 of 5 members

The Finance and Risk Management Committee consists of at least three directors, a majority of which are independent as defined under the listing standards of the NYSE and as affirmatively determined by the Board. No member of the Finance and Risk Management Committee may be removed except by majority vote of the independent directors of the Board then in office.

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Among other things, the Finance and Risk Management Committee:

reviews, reports and makes recommendations to the Board on management recommendations or proposals regarding the Company's and its subsidiaries' (a) capital structure, (b) liquidity, (c) need for credit or debt or equity financing, (d) amounts, timing and sources of capital market transactions, and (e) financial hedging and derivative activities;

reviews and approves, or authorizes officers to approve, the pricing and other terms and conditions of transactions relating to debt or equity financings, financial hedging and derivatives activities, and other similar financial activities, in each case which have been reviewed and approved by the Board;

reviews and approves, or authorizes officers to approve, repurchases, early redemption or other similar actions with respect to the Company's securities;

reviews and approves, or authorizes officers to approve, the pricing and other terms and conditions of financing transactions related to mergers, acquisitions, tender offers, and reorganizations which have been reviewed and approved by the Board;

reviews and approves, or authorizes officers to approve, the pricing and other terms and conditions of securities offerings which have been reviewed and approved by the Board;

approves determinations of the fair market value of assets and investments of the Company for purposes of the Company's note indentures, senior secured credit agreement or other similar financing documents where fair market value is required to be determined by the Board or by a Committee of the Board;

reviews with management, on a periodic basis, contributions to employee benefit retirement plans of the Company, investment performance, funding, asset allocation policies and other similar performance measures of the employee benefit retirement plans of the Company;

oversees the Company's trading of fuel, transportation, energy and related products and services, and its management of risks associated with such activities;

reviews, advises and consults with management and the Audit Committee regarding the Company's risk management policies, practices and procedures;

approves as appropriate, the Company's power marketing and trading transactions, limits, policies, practices and procedures, and counterparty credit limit and policies, and approves exceptions to policies, as necessary;

annually evaluates the performance of the Finance and Risk Management Committee and the appropriateness of the Finance and Risk Management Committee's charter;

reviews and approves transactions exceeding the CEO's individual authority limits under the Company's risk management policies; and

performs such other responsibilities as may be delegated to it by the Board from time to time that are consistent with its purpose.

NUCLEAR OVERSIGHT COMMITTEE AND SUBCOMMITTEE

Committee Members: Lawrence S. Coben (Chair) and all other Board members

Sub Committee Members: Paul W. Hobby (Chair), E. Spencer Abraham, Terry G. Dallas and Barry T. Smitherman

Number of Committee meetings in 2016: 1

Number of Subcommittee meetings in 2016: 2

Primary Responsibilities: assists the Board in fulfilling its responsibilities with respect to the oversight of the Company's ownership and operation, directly or indirectly, of its interests in nuclear power plant facilities

Committee Independence: 11 of 13 members

Subcommittee Independence: 3 of 4 members

The Nuclear Oversight Committee consists of all of the members of the Board, all of whom are citizens of the United States and meet the requirements of applicable law to serve on the Committee, a majority of which are independent as defined under the listing standards of the NYSE and as affirmatively determined by the Board. The Nuclear Oversight Committee formed the Nuclear Oversight Subcommittee to review and report to the Board and the Nuclear Oversight Committee on matters not expressly reserved for review by the Board. In this capacity, the Nuclear Oversight Subcommittee regularly meets with Company management regarding the Company's nuclear operating facilities and the Chair of the Subcommittee subsequently reports to the Board and the Nuclear Oversight Committee on such matters during regularly scheduled Board meetings.

BUSINESS REVIEW COMMITTEE

Members: C. John Wilder (Chair), Mauricio Gutierrez, Paul W. Hobby, Anne C. Schaumburg and Barry T. Smitherman

Primary Responsibilities: reviews and makes recommendations to the Board regarding the Company's strategic initiatives

Independence: 3 of 5 members

The Business Review Committee was formed in February 2017 to review and make recommendations to the Board with respect to operational and cost excellence initiatives; potential portfolio and/or asset de-consolidations, dispositions and optimization; capital structure and allocation; and broader strategic initiatives.

Anti-Hedging and Anti-Pledging Policies

The Company prohibits executive officers, directors and employees from directly or indirectly engaging in any kind of hedging transaction that could reduce or limit their economic risk with respect to their holdings, ownership or interest in the Company's securities, including prepaid variable forward contracts, equity swaps, collars, puts, calls

and options. The Company also prohibits executive officers, directors and employees from directly or indirectly engaging in any transaction in which the Company's securities are being pledged.

Communication with Directors

Stockholders and other interested parties may communicate with the Board by writing to the Corporate Secretary, NRG Energy, Inc., 804 Carnegie Center, Princeton, New Jersey 08540. Communications intended for a specific director or directors should be addressed to their attention to the Corporate Secretary at the address provided above. Communications received from stockholders are forwarded directly to Board members as part of the materials mailed in advance of the next scheduled Board meeting following receipt of the communications. The Board has authorized the Corporate Secretary, in his or her discretion, to forward communications on a more expedited basis if circumstances warrant or to exclude a communication if it is illegal, unduly hostile or threatening, or similarly inappropriate. Advertisements, solicitations for periodical or other subscriptions, and other similar communications generally will not be forwarded to the directors.

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The total annual compensation received by our directors for their service as Board members and chairs of the committees of the Board, if applicable, is described in the chart below.

Annual Retainer	\$100,000
Annual Equity Retainer	\$125,000
Chairperson Retainer	\$160,000
Vice Chairperson Retainer ¹	\$40,000
Audit Committee Chair Retainer	\$35,000
Other Committee Chair Retainer	\$20,000
Employee Directors	No fees

1 On February 13, 2017, the Board approved amendment to the Bylaws to eliminate the position of vice chairman of the Board.

A non-employee director who is newly appointed to the Board, other than in connection with an annual meeting of stockholders, will receive the Annual Equity Retainer and a pro rata portion of the Annual Retainer upon appointment.

Directors receive approximately 45% of their total annual compensation in the form of cash and the remaining 55% in the form of vested Deferred Stock Units (DSUs). Each DSU is equivalent in value to one share of NRG's common stock and represents the right to receive one such share of common stock payable at the time elected by the director, or in the event the director does not make an election with respect to payment, when the director ceases to be a member of the Board. In connection with the grants of the DSUs, each non-employee director also receives dividend equivalent rights (DERs) which become exercisable proportionately with the DSUs to which they relate. Similar to its competitive assessment on behalf of the named executive officer compensation, Pay Governance performed a review of director compensation. Results of the review were shared with the Compensation Committee who made a recommendation to the full Board for final approval. The Compensation Committee and Board did not make any changes to director compensation in light of the Company's Total Shareholder Return (TSR) performance.

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Director Compensation
Fiscal Year Ended December 31, 2016

E. Spencer Abraham	\$	100,000	\$	129,484	\$	229,484
Kirbyjon H. Caldwell	\$	100,000	\$	130,339	\$	230,339
Lawrence S. Coben	\$	100,000	\$	130,503	\$	230,503
Terry G. Dallas	\$	100,000	\$	131,586	\$	231,586
William E. Hantke	\$	117,500	\$	145,286	\$	262,786
Paul W. Hobby	\$	110,000	\$	135,002	\$	245,002
Anne C. Schaumburg	\$	100,000	\$	128,874	\$	228,874
Evan J. Silverstein	\$	110,000	\$	139,774	\$	249,774
Thomas H. Weidemeyer	\$	110,000	\$	135,002	\$	245,002
Walter R. Young	\$	110,000	\$	135,002	\$	245,002
Howard E. Cosgrove ²	\$	180,000	\$	213,700	\$	393,700
Edward R. Muller ³	\$	120,000	\$	150,300	\$	270,300

1 Reflects the grant date fair value of DSUs awarded and DERs received in 2016 determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 Compensation-Stock Compensation, the full amount of which is recorded as a compensation expense in the income statement for fiscal year 2016. The grant date fair value was based on the closing price of the Company's common stock, as reported on the NYSE, on the date of grant, which was \$16.85 per share of common stock on June 1, 2016.

2 On February 13, 2017, Mr. Cosgrove resigned as chairman of the Board and as a director.

3 On February 13, 2017, Mr. Muller resigned as vice chairman of the Board and as a director.

The following table sets forth the aggregate number of Stock Awards (DSUs, restricted stock units (RSUs) and DERs) and Option Awards (non-qualified stock options (NQSOs)) held by each of the non-employee directors as of December 31, 2016.

E. Spencer Abraham	24,848
Kirbyjon H. Caldwell	45,099
Lawrence S. Coben	75,021
Terry G. Dallas	33,923

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William E. Hantke	7,725	
Paul W. Hobby		
Anne C. Schaumburg	49,764	
Evan J. Silverstein	26,575	
Thomas H. Weidemeyer	34,876	
Walter R. Young		
Howard E. Cosgrove	126,279	
Edward R. Muller	29,251	378,344

I [Director Compensation](#)

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All DSUs held by the directors are payable upon termination of service as a Board member, other than the DSUs held by the following directors:

- (i) Mr. Dallas, who holds 32,202 DSUs and 1,721 associated DERs, of which 7,419 DSUs and 37 DERs are payable upon his termination of service as a Board member, 6,196 DSUs and 421 DERs are payable on January 15, 2021, 6,195 DSUs and 421 DERs are payable on January 15, 2022, 6,196 DSUs and 421 DERs are payable on January 15, 2023 and 6,196 DSUs and 421 DERs are payable on January 15, 2024;
- (ii) Mr. Hantke, who holds 7,354 DSUs and 371 associated DERs, of which 3,520 DSUs and 201 DERs are payable on June 1, 2017, 2,417 DSUs and 115 DERs are payable on June 1, 2018, and 1,417 DSUs and 55 DERs are payable on June 1, 2019;
- (iii) Messrs. Hobby and Young elected to convert their DSUs to shares of NRG common stock immediately on the date of grant; and
- (iv) Mr. Cosgrove held 123,927 DSUs and 2,352 associated DERs as of December 31, 2016, of which 62,942 DSUs and 79 DERs were paid upon his resignation from the Board on February 13, 2017, 29,379 DSUs and 978 DERs are payable in the year following his resignation from the Board, 23,485 DSUs and 1,186 DERs are payable in the second year following his resignation from the Board, 5,080 DSUs and 94 DERs are payable in the third year following his resignation from the Board, and 3,041 DSUs and 15 DERs are payable in the fourth year following his resignation from the Board.

Director Stock Ownership Guidelines

Directors are required to retain all stock received as compensation for the duration of their service on the Board, although they may sell shares as necessary to cover tax liability associated with the conversion of DSUs to common stock. Exceptions to these requirements may be made by the Board under special circumstances.

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The Board of Directors is comprised of 13 members, each of whom will stand for election at the Annual Meeting. Each director will hold office until his or her successor has been elected and qualified or until the director's earlier death, resignation or removal. Each of the nominees for director named in this Proxy Statement have been recommended and nominated by the Governance and Nominating Committee.

On February 13, 2017, the Company entered into a letter agreement (Elliott Cooperation Agreement) with Elliott Associates, L.P., Elliott International, L.P. and Elliott International Capital Advisors Inc. (collectively, Elliott), and a letter agreement (Bluescape Cooperation Agreement) with Bluescape Energy Partners LLC and BEP Special Situations 2 LLC (together, Bluescape). Under the Elliott Cooperation Agreement and the Bluescape Cooperation Agreement (collectively, the Cooperation Agreements), the Company agreed that it would nominate Messrs. Smitherman and Wilder for election as directors of the Company at the Annual Meeting. In addition, Elliott and Bluescape agreed to vote all shares beneficially owned by them or their affiliates, which they are entitled to vote on the record date, in favor of the election of directors nominated by the Board and otherwise in accordance with the Board's recommendation. On February 13, 2017, in connection with the Cooperation Agreements, Mr. Cosgrove resigned as chairman of the Board and as a director and Mr. Muller resigned as vice chairman of the Board and as a director. The Board elected Mr. Coben as the new chairman of the Board. The Board elected Messrs. Smitherman and Wilder to the vacant seats created by the resignations of Messrs. Cosgrove and Muller.

The persons named as proxies on the proxy card intend to vote the proxies for the election of the nominees to the Board listed below. Each nominee listed below has consented to being named in this Proxy Statement and to serve as a director if elected. The biography for each director includes the specific experience, qualifications, attributes and skills that led the Board to conclude that the nominee should serve as a director. The Board believes that each of the director nominees has valuable individual skills and experiences that, taken together, provide the Company with the variety and depth of knowledge, judgment and vision necessary to provide effective oversight of the Company.

I [Proposal No. 1 Election of Directors](#)

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Secretary Abraham has been a director of NRG since December 2012. Previously, he served as a director of GenOn Energy, Inc. from January 2012 to December 2012. He is Chairman and Chief Executive Officer of The Abraham Group, an international strategic consulting firm based in Washington, D.C. which he founded in 2005. Prior to that, Secretary Abraham served as Secretary of Energy under President George W. Bush from 2001 through January 2005 and was a U.S. Senator for the State of Michigan from 1995 to 2001. Secretary Abraham serves on the boards of the following public companies: Occidental Petroleum Corporation, PBF Energy and Two Harbors Investment Corp., as well as chairman of the board of Uranium Energy Corp. He also serves on the board of C3 Energy Resource Management, a private company. Secretary Abraham also serves as chairman of the advisory committee of Lynx Global Realty Asset Fund. Secretary Abraham previously served as the non-executive chairman of AREVA, Inc., the U.S. subsidiary of the French-owned nuclear company, and as a director of Deepwater Wind LLC, International Battery, Green Rock Energy, ICx Technologies, PetroTiger and Sindicatum Sustainable Resources. He also previously served on the advisory board or committees of Midas Medici (Utilipoint), Millennium Private Equity, Sunovia and Wetherly Capital. Secretary Abraham's nearly two decades at the highest levels of domestic and international policy and politics give him the experience necessary to provide a significant contribution to the Board. As a former U.S. Senator and former U.S. Secretary of Energy who directed key aspects of the country's energy strategy, Secretary Abraham provides the Board unique insight into public policy and energy-related issues.

AGE: 64
BOARD
COMMITTEES:

COMPENSATION

GOVERNANCE AND
NOMINATING

NUCLEAR
OVERSIGHT

NUCLEAR
OVERSIGHT
SUBCOMMITTEE

Pastor Caldwell has been a director of NRG since March 2009. He was a director of Reliant Energy, Inc. from August 2003 to March 2009. Since 1982, he has served as Senior Pastor at the 16,000-member Windsor Village United Methodist Church in Houston, Texas. Pastor Caldwell was also a director of United Continental Holdings, Inc. (formerly Continental Airlines, Inc.) from 1999 to September 2011. Pastor Caldwell is also on the Board of Trustees of Baylor College of Medicine. As a result of his six years of service as a director of Reliant Energy, Inc., Pastor Caldwell brings valuable experience and insight regarding the energy industry and is able to share with the Board suggestions about how similarly-situated companies effectively assess and undertake business considerations and opportunities. Pastor Caldwell also provides the Board with valuable insight regarding the Company's retail business following the Company's acquisition of Reliant Energy, Inc., as well as additional viewpoints from the perspective of a large publicly traded company stemming from his prior position on the board of United Continental Holdings. The Board also values his leadership and community involvement in the Houston area, where the Company has a significant wholesale and retail presence. Finally, Pastor Caldwell, as a result of his principal occupation, offers a different point of view on a Board that is otherwise constituted by directors with business and finance experience.

AGE: 63
BOARD
COMMITTEES:

COMPENSATION

GOVERNANCE AND
NOMINATING

NUCLEAR
OVERSIGHT

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Dr. Coben has served as Chairman of the Board since 2017, and has been a director of NRG since December 2003. He is currently Chairman and Chief Executive Officer of Tremisis Energy Corporation LLC. Dr. Coben was Chairman and Chief Executive Officer of Tremisis Energy Acquisition Corporation II, a publicly held company, from July 2007 through March 2009 and of Tremisis Energy Acquisition Corporation from February 2004 to May 2006. From January 2001 to January 2004, he was a Senior Principal of Sunrise Capital Partners L.P., a private equity firm. From 1997 to January 2001, Dr. Coben was an independent consultant. From 1994 to 1996, Dr. Coben was Chief Executive Officer of Bolivian Power Company. Dr. Coben serves on the board of Freshpet, Inc. and served on the advisory board of Morgan Stanley Infrastructure II, L.P. from September 2014 through December 2016. Dr. Coben is also Executive Director of the Sustainable Preservation Initiative and a Consulting Scholar at the University of Pennsylvania Museum of Archaeology and Anthropology. Dr. Coben's experience as a chief executive officer and investor in the energy industry brings a valuable cross section of skills to the Board. Dr. Coben brings to the Board significant managerial, strategic, and financial expertise, particularly as it relates to Company financings, transactions and development initiatives.

AGE: 58
CHAIRMAN OF THE
BOARD
BOARD
COMMITTEES:

NUCLEAR
OVERSIGHT
(CHAIR)

Mr. Dallas has been a director of NRG since December 2012. Previously, he served as a director of GenOn Energy, Inc. from December 2010 to December 2012. Mr. Dallas served as a director of Mirant Corporation from 2006 until December 2010. Mr. Dallas was also the former Executive Vice President and Chief Financial Officer of Unocal Corporation, an oil and gas exploration and production company prior to its merger with Chevron Corporation, from 2000 to 2005. Prior to that, Mr. Dallas held various executive finance positions in his 21-year career with Atlantic Richfield Corporation, an oil and gas company with major operations in the United States, Latin America, Asia, Europe and the Middle East. Mr. Dallas is an audit committee financial expert. Mr. Dallas' experience as Chief Financial Officer of a petroleum company provides the Board a perspective of someone with direct responsibility for financial and accounting issues as well as an understanding of issues involving fossil fuels and a cyclical commodity-based industry with long-lived capital intensive investments. In addition, Mr. Dallas' service on the boards of GenOn Energy, Inc. and Mirant Corporation enable him to contribute additional perspectives from the energy industry.

AGE: 66

BOARD

COMMITTEES:

AUDIT

FINANCE AND RISK
MANAGEMENT

NUCLEAR
OVERSIGHT

NUCLEAR
OVERSIGHT
SUBCOMMITTEE

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Mr. Gutierrez has served as President and Chief Executive Officer of NRG

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BOARD
COMMITTEES:

BUSINESS REVIEW

NUCLEAR
OVERSIGHT