

**SECOND AMENDED AND RESTATED
CHARTER OF THE
GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF NRG ENERGY, INC.
(Amended and Restated as of July 28, 2016)**

1. **Members.** The Board of Directors (the “Board”) of NRG Energy, Inc. (the “Company”) shall appoint a Governance and Nominating Committee (the “Committee”) of three (3) or more members, consisting entirely of independent directors, and designates one member as chairperson. For purposes hereof, an independent director is a director who meets the definition of “independent director” under the listing standards of the New York Stock Exchange and is affirmatively determined to be “independent” by the Board. Vacancies on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the independent directors then in office.

2. **Purpose, Duties and Responsibilities.** The purpose of the Committee is to provide leadership and guidance to the Board and to the Company regarding matters of corporate governance and the selection and evaluation of members of the Board. The duties and responsibilities of the Committee shall be as follows:

- (a) Develop and periodically review the Company's corporate governance guidelines, and recommend any changes to the Board.
- (b) Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees and consider periodically rotating directors among the committees.
- (c) Oversee and coordinate the evaluations of the Board, each of its committees and management, and develop guidelines for such evaluations.
- (d) Recommend to the Board candidates for appointment to Board committees.
- (e) Review and recommend to the Board retirement and other tenure policies for directors.
- (f) Review and approve Company policies that apply to the Board, the directors and officers subject to Section 16 of the Securities Exchange Act of 1934, as amended and the rules promulgated thereunder, including the Securities Trading and Non-Disclosure Policy and the NRG Code of Conduct.
- (g) Review and report to the Board regarding potential conflicts of interest of directors.
- (h) Monitor directorships in other public companies held by directors and senior officers of the Company.

- (i) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- (j) Identify and review the qualifications of potential nominees for the Board and its committees, consistent with criteria approved by the Board.
- (k) Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (l) Recommend 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.
- (m) Establish and review procedures for the consideration of Board candidates recommended by the Company's stockholders.
- (n) Annually evaluate the performance of the Committee and the appropriateness of the Committee's charter.
- (o) Oversee the orientation process for new director and programs for the continuing education of directors.
- (p) Provide leadership and guidance to the Board and to the Company regarding other matters of corporate governance.
- (q) Review, at least annually: (i) the Company's political contribution policy and any proposed changes thereto, (ii) a written report that sets forth the political contributions and related political expenditures of the Company and its consolidated subsidiaries and any political action committee funded with contributions from the Company or its employees, and (iii) the Company's memberships in trade associations or other business associations that engage in lobbying activities or make independent expenditures relating to political campaigns or initiatives.
- (r) Review, at least annually: (i) the Company's charitable giving policy and any proposed changes thereto and (ii) a written report that sets forth the contributions, financially or in-kind, to charitable and community service organizations.
- (s) Oversee the Company's strategies and efforts to manage its environmental, economic and social impacts, including, but not limited to, the Company's environmental, climate change and sustainability policies and programs.
- (t) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board deems appropriate.

4. Subcommittees. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority

as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

5. Outside Advisors. The Committee has the authority to retain at the expense of the Company such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including sole authority to retain and terminate any search firm used to identify director candidates, and to approve the search firm's fees and other retention terms.

6. Meetings. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Committee constitutes a quorum. The Committee shall maintain minutes of its meetings and records related to those meetings and shall report regularly to the full Board with respect to its activities.