

Investor Presentation
NRG Yield, Inc.
(NYSE: NYLD)

December 5, 2014
Morgan Stanley
YieldCo & Clean Tech Corporate Access Day

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are subject to certain risks, uncertainties and assumptions and typically can be identified by the use of words such as “expect,” “estimate,” “should,” “anticipate,” “forecast,” “plan,” “guidance,” “believe” and similar terms. Such forward-looking statements include, but are not limited to, statements about the Company’s future revenues, income, indebtedness, capital structure, strategy, plans, expectations, objectives, projected financial performance and/or business results and other future events, and views of economic and market conditions.

Although NRG Yield, Inc. believes that the expectations are reasonable, it can give no assurance that these expectations will prove to have been correct, and actual results may vary materially. Factors that could cause actual results to differ materially from those contemplated above include, among others, general economic conditions, hazards customary in the power industry, weather conditions, competition in wholesale power markets, the volatility of energy and fuel prices, failure of customers to perform under contracts, changes in the wholesale power markets, changes in government regulation of markets and of environmental emissions, the condition of capital markets generally, our ability to access capital markets, unanticipated outages at our generation facilities, adverse results in current and future litigation, failure to identify or successfully implement acquisitions (including receipt of third party consents and regulatory approvals), our ability to enter into new contracts as existing contracts expire, failure of NRG to ultimately offer assets to us that have been identified as eligible for acquisition, and our ability to maintain and grow our quarterly dividends.

NRG Yield, Inc. undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. The adjusted EBITDA and cash available for distribution guidance are estimates as of November 5, 2014. These estimates are based on assumptions believe to be reasonable as of that date. NRG Yield, Inc. disclaims any current intention to update such guidance, except as required by law. The foregoing review of factors that could cause NRG Yield, Inc.’s actual results to differ materially from those contemplated in the forward-looking statements included in this Presentation should be considered in connection with information regarding risks and uncertainties that may affect NRG Yield, Inc.’s future results included in NRG Yield, Inc.’s filings with the Securities and Exchange Commission at www.sec.gov.

The Premier Dividend Growth Company Formed by NRG Energy



Ticker: NYLD (NYSE)

Market Cap¹: ~\$3.6 BN

Estimated Dividend Yield¹:
~3.2%

Target Dividend Growth²:
15% - 18%

Project Pipeline Capacity³:
~2.1 GW

NRG Energy Ownership Stake:
55.3%

Conventional



- ✦ 4 Facilities with 1,460 net MW
- ✦ 100% Contracted
- ✦ ~13 year average remaining PPA life⁴

Renewable



- ✦ 19 solar and wind facilities with 1,401 net MW
- ✦ 100% Contracted
- ✦ ~21 year average remaining PPA life⁴

Thermal



- ✦ 1.35 GW_T capacity and 123 MW of generating capacity
- ✦ 690 customers
- ✦ Primarily long-term contracts or regulated rates

¹ As of 12/2/2014; assumes ~77.3 MM shares outstanding (~34.6 MM Class A shares; ~42.7 Class B shares) and an expected annualized dividend of \$1.50 per share by 4Q 2014

² Represents target 5-year CAGR

³ Includes assets associated with drop down transaction with NRG Energy, Inc. announced on Nov. 5, 2014

⁴ Weighted by Cash Available for Distribution (CAFD)

NRG Yield Strategic Recap

A Leading Total Return Investment Vehicle that Benefits from a Strong Sponsorship, Robust Growth Pipeline, and Predictable / Stable Cash Flows

Diversified Mix of High Quality Operating Assets

- ✦ 4.3 GW¹ of operational conventional, renewable, thermal assets
- ✦ Long-term off-take agreements; credit worthy counterparties
- ✦ Proven technology and long useful lives



Backed by Strong Strategic Sponsor in NRG Energy (NYSE: NRG)

- ✦ Largest competitive power company in the U.S.
- ✦ Industry-leading management and operational expertise
- ✦ Strong asset development and acquisition track record



Abundant Growth Opportunities

- ✦ Near-term dividend growth driven by increased distributions from CVSR and contribution from recently closed acquisitions
- ✦ Highly visible growth pipeline from NRG ROFO² Assets and EME assets which have been designated as NYLD-eligible
- ✦ Opportunity to leverage cost of capital advantage in third-party acquisitions, such as recently closed Alta Wind deal

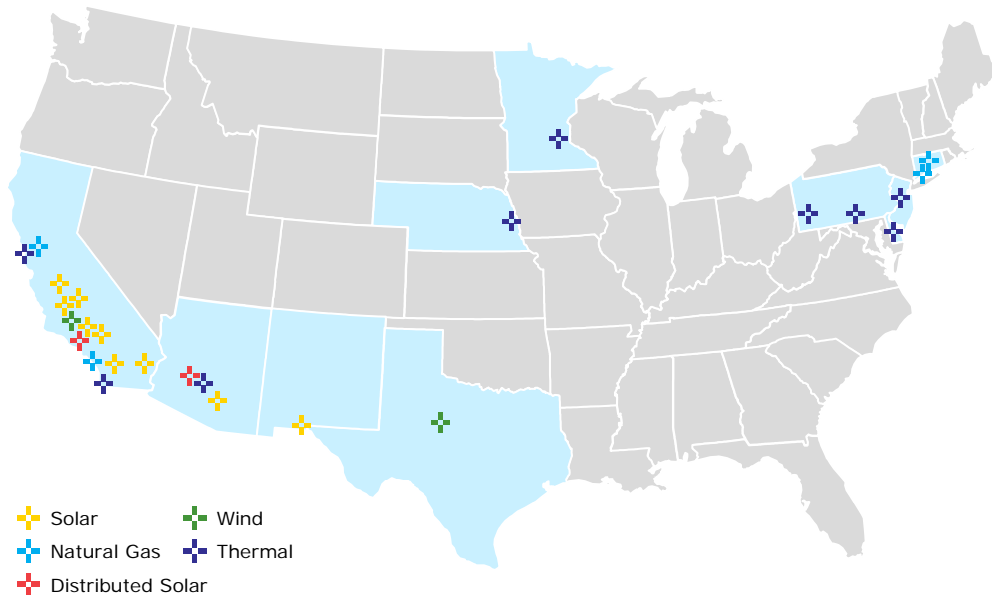
¹ Capacity represents net ownership stake and includes thermal equivalent capacity

² Right of First Offer

A Premier Diversified Portfolio

NRG Yield Portfolio Overview

- ✦ **32 assets** across **10 states**
- ✦ **Diversified and environmentally sound** asset mix: Solar, Gas, Wind, and Thermal
- ✦ **~3.0 GW** of conventional, renewable, and thermal generation assets
- ✦ **1.35 GW_T** of thermal infrastructure assets
- ✦ **18-Year** average **remaining** PPA life¹
- ✦ **~10 year+** corporate-level tax shield target
- ✦ **99%** of rated offtakers investment-grade²
- ✦ **Proven, Reliable Technology** from leading OEMs such as General Electric, Siemens, Vestas, and First Solar



¹ Weighted by Cash Available for Distribution ("CAFD")

² For conventional and renewable generation assets; Weighted by CAFD

NRG Energy: A Strong Strategic Sponsor

NRG Energy (NYSE: NRG) is a Fortune 250 Company and the Largest Owner of Competitive Generation Assets in the U.S.



Core Generation

- ✦ ~54 GW of total generation capacity at over 147 facilities located across 24 states¹
- ✦ Over the last 5 years, NRG Energy has constructed, is constructing, or has acquired ~36 GW of assets²
- ✦ Significant brownfield opportunities for contracted generation with locational advantages in key load pockets



Retail Business

- ✦ Leading integrated competitive wholesale / retail platform serving ~3 million customers
- ✦ Operate in 12 states plus Washington DC
- ✦ 60 TWh of electricity sold in 2013
- ✦ Integrated model in a supply-constrained market



Clean Energy

- ✦ Rapidly growing distributed solar businesses through NRG Home Solar
- ✦ Industry-leading renewables platform with over 4.5 GW³ of utility-scale solar and wind projects
- ✦ First-mover advantage in business-to-business sustainability solutions

NRG Energy Provides NRG Yield with Industry Expertise and a Platform for Significant Growth Opportunities

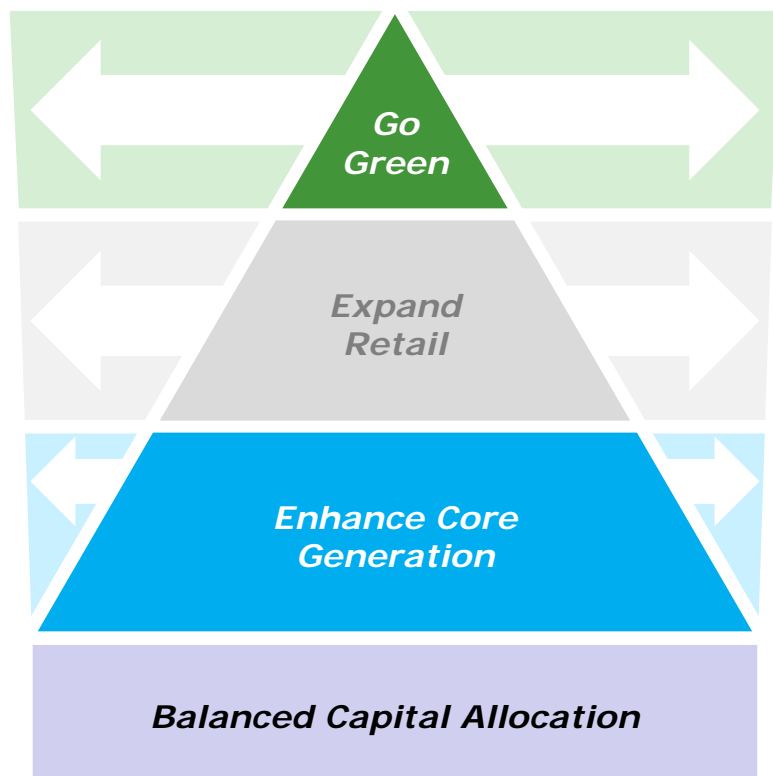
¹ Gross capacity; before capacity attributable to non-controlling interest. Includes NYLD generating capacity and Alta Wind portfolio

² Includes ~23 GW from GenOn merger and ~8 GW from Edison Mission acquisition; includes Alta Wind portfolio

³ Total gross solar and wind capacity, including capacity attributable to non-controlling interests; includes NYLD generating capacity and Alta Wind portfolio

NRG Energy and NRG Yield Are Strategically Aligned

NRG Energy's Competitive Energy Platform...



...Is Aligned with NRG Yield

- ✦ **Majority ownership** stake; Aligned with Class A Common Shareholders
- ✦ Competitive **cost of capital** enables growth through acquisitions and development
- ✦ **Visible drop-down pipeline** of ~2.1¹ GW of additional assets to NRG Yield drives capital available for allocation at NRG
- ✦ **Proven effectiveness of platform**
 - ✦ NRG's acquisition of Edison Mission
 - ✦ NYLD's acquisition of Energy Systems and Alta Wind
 - ✦ Execution of first drop-down transaction between both parties

NRG Yield is a Key Part of NRG's Long-term Strategic Growth Plans

Strong Growth Profile Driven By Visible Drop-Down Pipeline



	Project	Technology	Net MW	COD	Off-Take
Dropped Down 6/30/2014 <i>Run-Rate Adj. EBITDA: \$100 MM</i> <i>Run-Rate CAFD: \$30 MM</i>	El Segundo	CCGT	550	2013	10-year tolling agreement with SCE ¹
	TA High Desert	PV	20	2013	20-year PPA with SCE
	RA Kansas South	PV	20	2013	20-year PPA with PG&E ¹
Expected to Close By YE 2014 <i>Run-Rate Adj. EBITDA: \$120 MM</i> <i>Run-Rate CAFD: \$35 MM</i>	Walnut Creek	CT	500	2013	10-year PPA with SCE
	Tapestry	Wind	204	2008 – 2011	20-year PPA with various off-takers
	Laredo Ridge	Wind	81	2011	20-year PPA with NPPD ¹
Expected to Be Offered Post-2014 <i>Run-Rate Adj. EBITDA: \$215 MM</i> <i>Run-Rate CAFD: \$100 MM</i>	CVSR ²	PV	128	2013	25-year PPA with PG&E
	Agua Caliente ³	PV	148	2014	25-year PPA with PG&E
	Ivanpah ⁴	Solar Thermal	193	2013	20-25-year PPAs with PG&E and SCE
	Other NYLD-Eligible Assets	Wind	816	Various	Various long-term contracts

NRG Yield is Well Positioned for Robust Dividend Growth With a Pipeline of ~\$135 MM of Annual Run-Rate Cash Available for Distribution

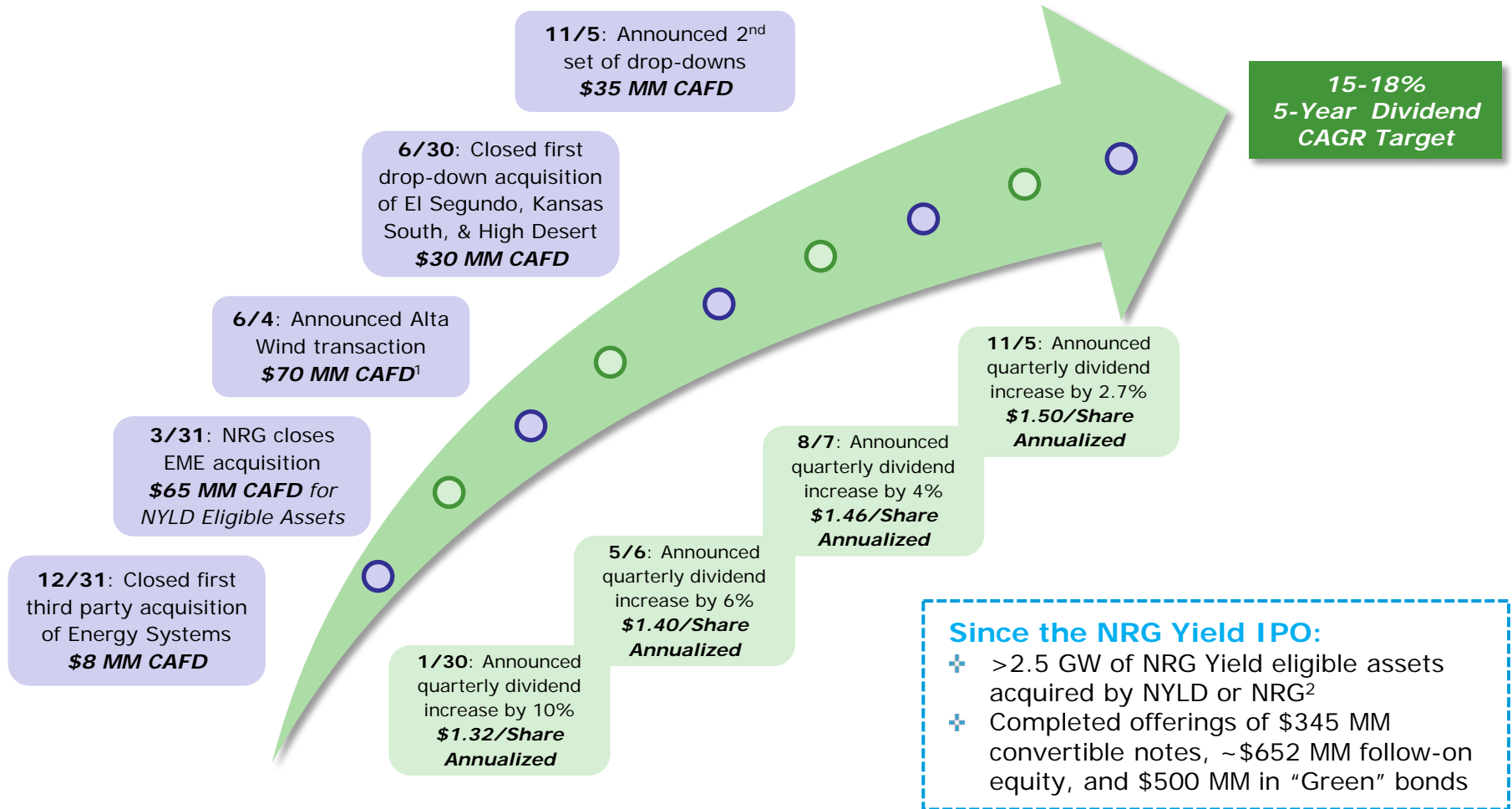
¹ SCE – Southern California Edison; PG&E – Pacific Gas & Electric; NPPD – Nebraska Public Power District

² Represents NRG's remaining interest in CVSR

³ Capacity represents 51% NRG ownership; Remaining 49% of Agua Caliente is owned by MidAmerican Energy Holdings, Inc.

⁴ Capacity represents 49.95% NRG ownership; Remaining 50.05% is owned by Google, Inc. and BrightSource Energy, Inc.

Delivering On Our Commitment

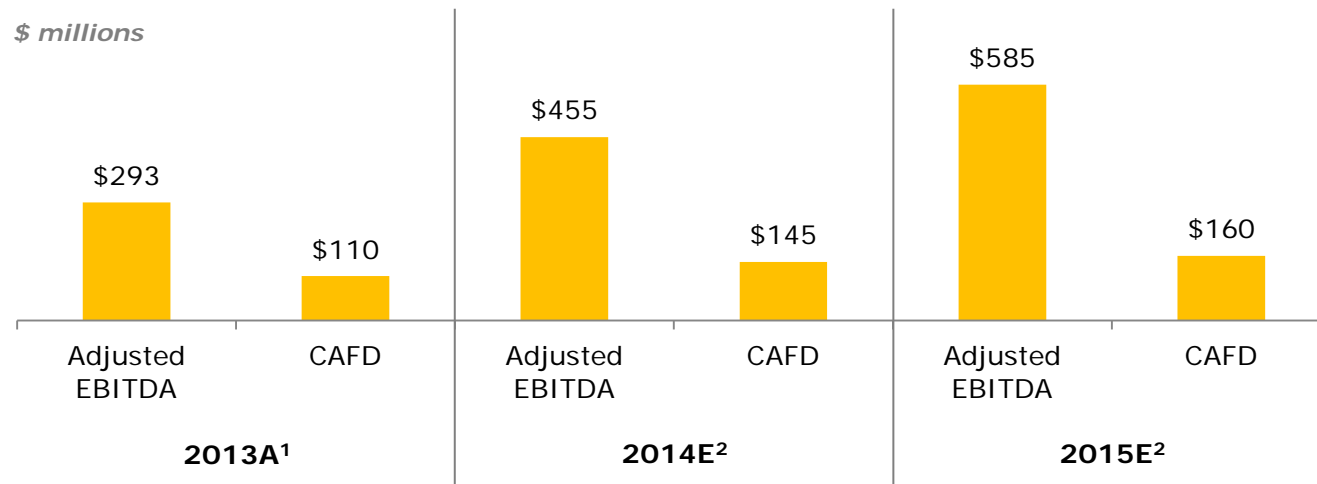


NRG and NYLD's Execution Excellence has Led to Industry Leading Target Growth Rate

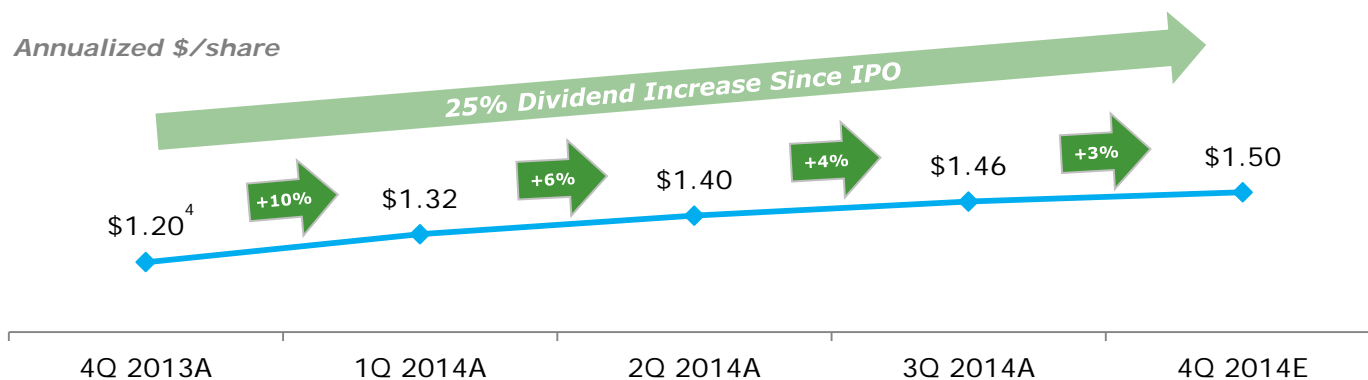
¹ Excludes impact of debt service associated with acquisition financing

² Represents assets acquired since IPO; Capacity excludes thermal equivalent capacity; Excludes assets that were part of company formation at IPO as well as NRG ROFO assets

Financial Highlights: EBITDA, CAFD, and Dividend Growth



NRG Yield: Consistently Growing Its Dividend Since IPO³



**Target 5-Year
Dividend CAGR:
15-18%**

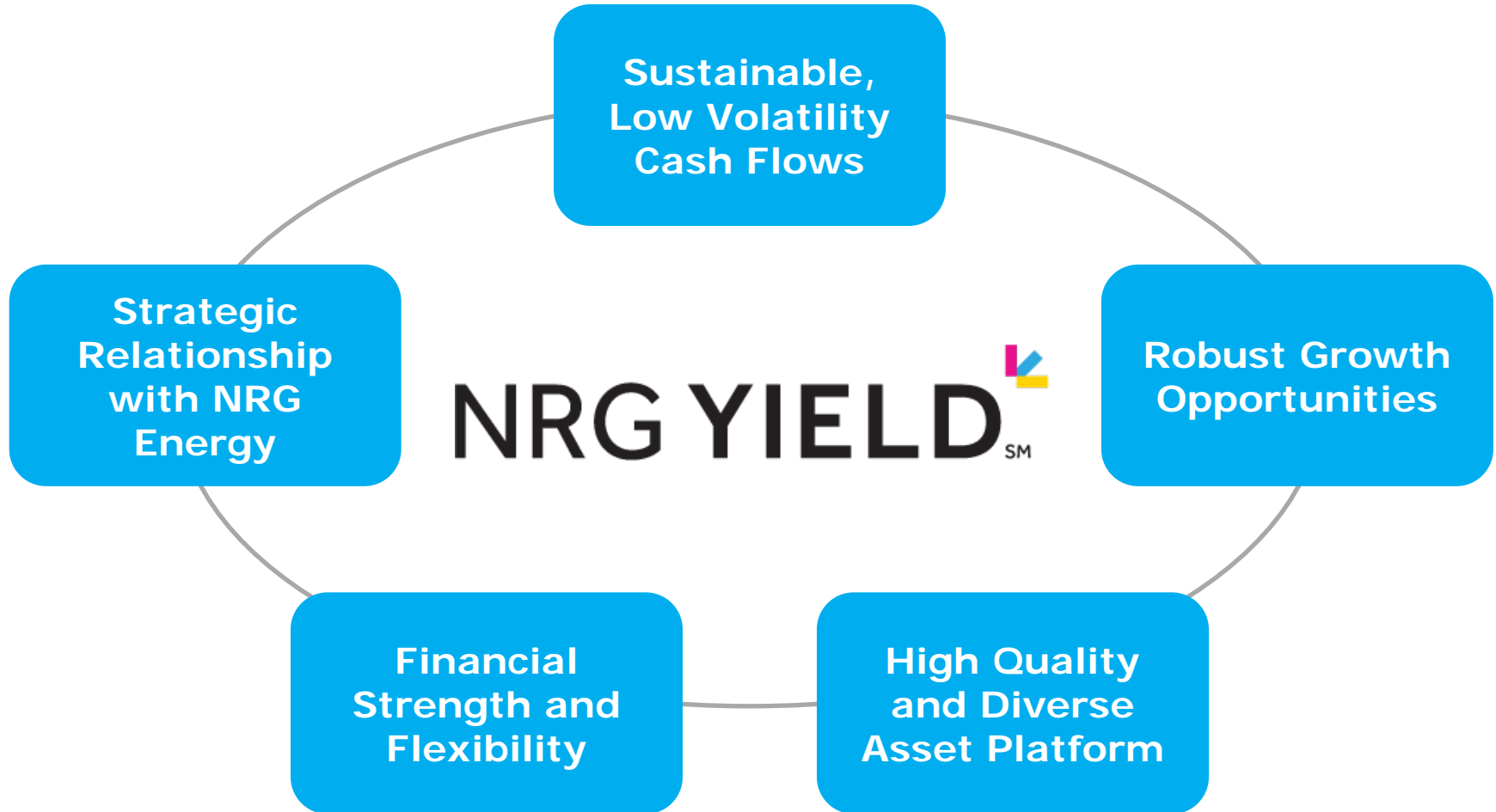
Financial Stability Enables NRG Yield to be a Premier Dividend Growth Company

¹ 2013A Adjusted EBITDA and CAFD adjusted to reflect impact of closed drop downs given accounting for assets under common control

² Based on guidance provided on November 5, 2014. Excludes impact of pending drop down transactions

³ Represents annualized dividend paid for 4Q 2013 and 1Q 2014, annualized dividend announced for 2Q 2014, previously disclosed guidance for 4Q 2014, and target 5-year dividend growth CAGR

⁴ Based on pro rata dividend per share of \$0.23 following IPO in July 2013



NRG Yield: An industry-leading clean generation and infrastructure company

Appendix

Second Drop-Down From NRG

Assets to Be Acquired

Walnut Creek



- ❖ 500 MW fast-start, efficient natural gas facility in CA
- ❖ 10-year PPA with SCE¹
- ❖ COD achieved in May 2013

Tapestry



- ❖ 204 MW wind portfolio across 3 sites in WV & OK
- ❖ Various 20-25 year PPAs
- ❖ 2008 and 2011 CODs

Laredo Ridge



- ❖ 81 MW wind facility in Nebraska
- ❖ 20-year PPA with NPPD¹
- ❖ COD achieved in 2011

Financial Summary

(\$ millions)

Estimated 2015 Financials

Adjusted EBITDA

~\$120

CAFD

~\$35

Transaction Perspective

(\$ millions)

Transaction Summary

Equity Proceeds to NRG

\$480

Plus: Debt²

\$746

Implied Enterprise Value³

\$1,226

Implied Transaction Value

EV/EBITDA

10.2x

CAFD Yield

7.3%

Continuing Accretive Transactions with NRG Energy

¹ SCE = Southern California Edison; NPPD = Nebraska Public Power District

³ Debt balances as of 9/30/2014; Pro forma adjusted to include additional ~\$40 MM of expected incremental project debt (net of repayments) associated with Laredo Ridge

⁴ Excludes working capital adjustments

Reg. G: 2013 Actual; 2014 and 2015 Guidance



(\$ millions)

	FY 2013A	FY 2014E	FY 2015E
Income Before Taxes	\$ 139	\$ 144	\$ 180
Adjustments to net income to arrive at Adjusted EBITDA:			
Depreciation & amortization	62	136	149
Adjustment to reflect pro rata Adjusted EBITDA from unconsolidated affiliates	40	48	50
Interest expense, net	50	127	206
Contract amortization	2	--	--
Adjusted EBITDA	\$ 293	\$ 455	\$ 585
Pro-rata Adjusted EBITDA from unconsolidated affiliates	(62)	(74)	(72)
Cash distributions from unconsolidated affiliates	22	41	38
Cash interest paid	(74)	(130)	(203)
Maintenance capital expenditures	(8)	(11)	(16)
Change in other assets	4	(15)	(12)
Principal amortization of indebtedness	(65)	(121)	(160)
Cash Available for Distribution	\$ 110	\$ 145	\$ 160

Reg. G: Executed 6/30 Drop-Down Annual Run-Rate

<i>(\$ millions)</i>	6/30 Executed Drop-Downs	
Income Before Taxes	\$	45
Adjustments to net income to arrive at Adjusted EBITDA:		
Depreciation & amortization		27
Interest expense, net		28
Adjusted EBITDA	\$	100
Cash interest paid		(26)
Maintenance capital expenditures		(2)
Principal amortization of indebtedness		(38)
Change in other assets		(4)
Cash Available for Distribution	\$	30

Reg. G: Executed Alta Wind Acquisition Annual Run-Rate

<i>(\$ millions)</i>	Alta Wind¹
Income Before Taxes	\$ 35
Adjustments to net income to arrive at Adjusted EBITDA:	
Depreciation & amortization	100
Interest expense, net	85
Adjusted EBITDA	\$ 220
Cash interest paid	(85)
Maintenance capital expenditures	(5)
Principal amortization of indebtedness	(60)
Cash Available for Distribution	\$ 70

Reg. G: Various Pipeline Annual Run-Rates



(\$ millions)

	Remaining NRG ROFO Assets ¹	EME NYLD Eligible Assets ²	Total
Income Before Taxes	\$ 63	\$ 51	\$ 114
Adjustments to net income to arrive at Adjusted EBITDA:			
Depreciation & amortization	43	70	113
Adjustment to reflect reported equity earnings	–	10	10
Interest expense, net	44	54	98
Adjusted EBITDA	\$ 150	\$ 185	\$ 335
Cash interest paid	(43)	(54)	(97)
Working capital / other	–	(9)	(9)
Maintenance capital expenditures	–	(1)	(1)
Principal amortization of indebtedness	(37)	(56)	(93)
Cash Available for Distribution	\$ 70	\$ 65	\$ 135

¹ Represents annual run rate of remaining NRG ROFO assets not yet dropped-down to NRG Yield. Excludes impact of recently Dropped Down Assets (EI Segundo, TA High Desert, Kansas South)

² Represents mid-point of estimated annual run rate before impact of debt service associated with acquisition financing

Reg. G: Drop-Down Pipeline Annual Run-Rate



(\$ millions)

	Q4 2014 Drop-Downs	Post-2014 Drop-Downs	Total
Income Before Taxes	\$ 3	\$ 111	\$ 114
Adjustments to net income to arrive at Adjusted EBITDA:			
Depreciation & amortization	81	32	113
Adjustment to reflect reported equity earnings	–	10	10
Interest expense, net	36	62	98
Adjusted EBITDA	\$ 120	\$ 215	\$ 335
Cash interest paid	(33)	(64)	(97)
Working capital / other	1	(10)	(9)
Maintenance capital expenditures	–	(1)	(1)
Principal amortization of indebtedness	(53)	(40)	(93)
Cash Available for Distribution	\$ 35	\$ 100	\$ 135

EBITDA and Adjusted EBITDA are non-GAAP financial measures. These measurements are not recognized in accordance with GAAP and should not be viewed as an alternative to GAAP measures of performance. The presentation of Adjusted EBITDA should not be construed as an inference that NRG's future results will be unaffected by unusual or non-recurring items.

EBITDA represents net income before interest (including loss on debt extinguishment), taxes, depreciation and amortization. EBITDA is presented because NRG Yield considers it an important supplemental measure of its performance and believes debt-holders frequently use EBITDA to analyze operating performance and debt service capacity. EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our operating results as reported under GAAP. Some of these limitations are:

- EBITDA does not reflect cash expenditures, or future requirements for capital expenditures, or contractual commitments;
- EBITDA does not reflect changes in, or cash requirements for, working capital needs;
- EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on debt or cash income tax payments;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements; and
- Other companies in this industry may calculate EBITDA differently than NRG Yield does, limiting its usefulness as a comparative measure.

Because of these limitations, EBITDA should not be considered as a measure of discretionary cash available to use to invest in the growth of NRG Yield's business. NRG Yield compensates for these limitations by relying primarily on our GAAP results and using EBITDA and Adjusted EBITDA only as supplements. See the statements of cash flow included in the financial statements that are a part of this news release.

Adjusted EBITDA is presented as a further supplemental measure of operating performance. Adjusted EBITDA represents EBITDA adjusted for mark-to-market gains or losses, asset write offs and impairments; and factors which we do not consider indicative of future operating performance. The reader is encouraged to evaluate each adjustment and the reasons NRG Yield considers it appropriate for supplemental analysis. As an analytical tool, Adjusted EBITDA is subject to all of the limitations applicable to EBITDA. In addition, in evaluating Adjusted EBITDA, the reader should be aware that in the future NRG Yield may incur expenses similar to the adjustments in this news release.

Cash available for distribution is adjusted EBITDA plus cash dividends from unconsolidated affiliates, less maintenance capital expenditures, pro-rata adjusted EBITDA from unconsolidated affiliates, cash interest paid, income taxes paid, principal amortization of indebtedness and changes in others assets. Management believes cash available for distribution is a relevant supplemental measure of the Company's ability to earn and distribute cash returns to investors.