

Investor Presentation

NRG Yield, Inc.
(NYSE: NYLD.A, NYLD)

November 2016

Safe Harbor

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 be 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, including wind and solar performance, 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 regulations, 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, execute or successfully implement acquisitions (including receipt of third party consents and regulatory approvals), our ability to enter into new contracts as existing contracts expire, our ability to acquire assets from NRG Energy, Inc. or third parties, our ability to close Drop Down transactions, 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 4, 2016. 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.

Distinctive Investment Proposition



- ☑ **Compelling Industry Trends:** State-level renewable mandates, corporate sustainability targets, and continued cost / efficiency gains support strong and growing opportunities for contracted renewable and quick-start generation
- ☑ **Diversified and Stable Platform:** ~6 GW portfolio across different power generation technologies; virtually no commodity exposure; long term contracts with investment grade counterparties
- ☑ **NRG Energy: Strong Sponsor Providing Visible Growth:** NRG Energy operates 48 GW of generation assets with leading position in Renewable energy; over 3 GW of ROFO and NYLD eligible assets
- ☑ **Financial Strength:** \$860 MM of available capital sources including \$215 MM of immediately deployable cash; current low payout ratio

Targeting 15% DPS Growth Through 2018

NRG Yield: Leading YieldCo formed by NRG Energy to Capitalize on Industry Trends While Providing a Stable and Growing Investment Opportunity

NRG Yield Overview

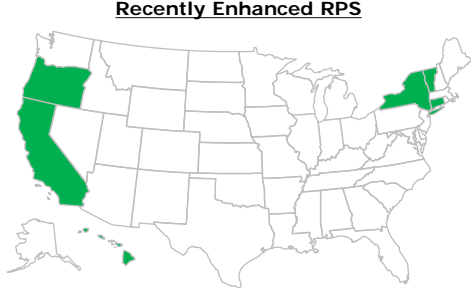
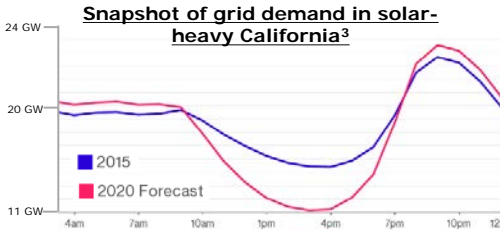
NYLD Market Cap¹: ~2.77 Bn	NRG Energy Voting Stake: 55.1%
Weighted Average Offtaker Rating²: A3/A-	Average Remaining Contact Life²: ~17 Years
2017E Adjusted EBITDA³: \$865 MM	2017E Cash Available for Distribution (CAFD)³: \$255 MM

Renewable	Conventional	Thermal
 <ul style="list-style-type: none"> ✦ 2,618 net MW⁴ ✦ 67% of CAFD 	 <ul style="list-style-type: none"> ✦ 1,945 net MW ✦ 25% of CAFD 	 <ul style="list-style-type: none"> ✦ 1,572 MW_T capacity ✦ 8% of CAFD

Stable, Diversified and Long-Tenored U.S. Portfolio

¹ Share price as of 10/31/2016; ~182.8 MM shares outstanding as of 3Q16 (includes Class A, B, C, and D shares); ² Weighted by 2016E CAFD; as of 9/30/2016, includes conventional and utility-scale renewable generation assets; ³ Based on 2017 financial guidance as of 11/4/2016; ⁴ Excludes 95 MW from investments in business renewables partnerships with NRG

Compelling Industry Trends

Key Industry Trend	Opportunity
<p>1</p> <p>Increasing State-Level Renewable Portfolio Standards (RPS)¹</p>	<ul style="list-style-type: none"> ✓ RPS drives 60% of all growth in U.S. renewable capacity since 2000 ✓ Since early 2015, six states have extended RPS targets to between 50-100% ✓ TWh demand under RPS expected to double between 2015 and 2030  <p>Recently Enhanced RPS</p>
<p>2</p> <p>Focus on Corporate Sustainability</p>	<ul style="list-style-type: none"> ✓ Major brands and corporations are an emerging source of renewable PPAs, driving demand beyond RPS compliance levels ✓ > 60% of Fortune 100 companies currently have targets to reduce greenhouse gas emissions or buy clean energy² <div data-bbox="1381 692 1854 935"> <p>HP to Power Texas Data Centers with Wind Energy - <i>New York Times</i></p> <p>Walmart doubles down on renewable energy with wind deal - <i>Fortune</i></p> </div>
<p>3</p> <p>Need for Grid Reliability</p>	<ul style="list-style-type: none"> ✓ Increase in intermittent generation (i.e. renewables) drives need for grid reliability and load balancing ✓ Creates demand for quick-start natural gas generation  <p>Snapshot of grid demand in solar-heavy California³</p>

Industry Trends, Led by State Mandates, Continue to Create Growth Opportunities for Renewable and Gas Power Infrastructure Assets

¹ Lawrence Berkeley National Laboratory Status Report on US Renewable Portfolio Standards (April 2016); ² Renewable Energy Buyers Alliance; ³ CAISO data

Leading Diversified Portfolio

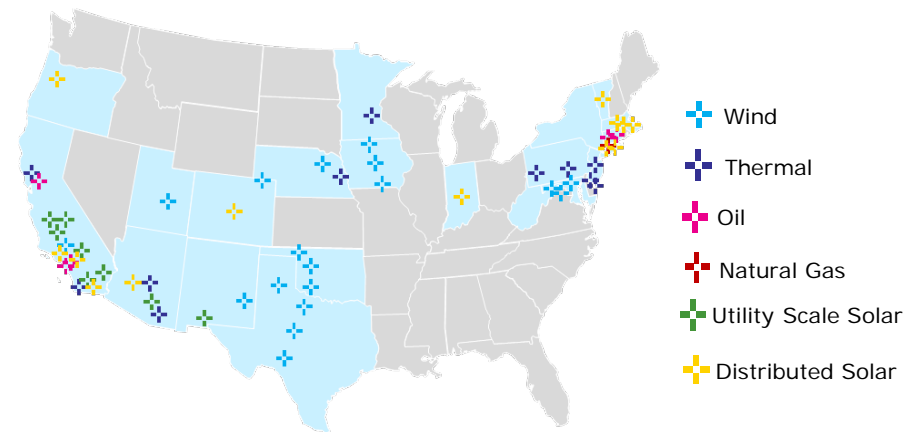
A Diversified and Stable Portfolio...

- ✦ **Over 60 assets** across **21 states**¹
- ✦ **Diversified and environmentally sound asset mix:**
Solar, Gas, Wind, Thermal, and Fuel Cell
 - ✦ Operational and commercial flexibility
- ✦ **Proven, Reliable Technology** from leading OEMs such as General Electric, Siemens, Vestas, and First Solar
- ✦ **Virtually No Commodity Exposure**

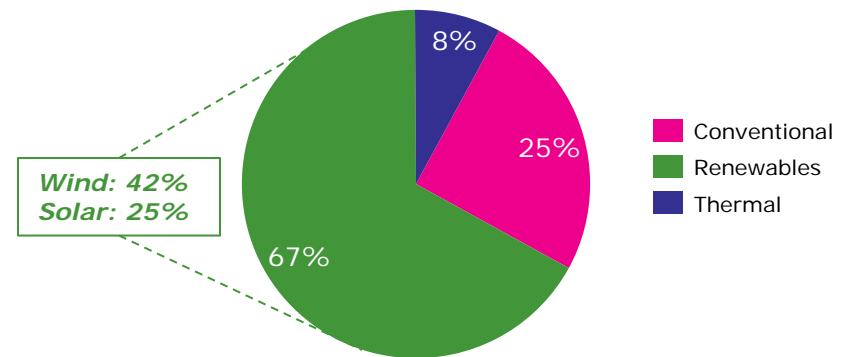
...Backed by Long-term Contracts and High Credit Quality Counterparties

- ✦ **17-Year** average **remaining** PPA life²
- ✦ **99%** of rated off-takers are investment-grade³

NYLD Portfolio (~6 GW)



Share of Portfolio CAFD⁴



Diversification Provides Growth Optionality and Mitigates Technology Exposure

¹ Excludes Residential Solar investments; ² Weighted by 2016E CAFD; as of 9/30/2016, includes conventional and utility-scale renewable generation assets; ³ Weighed by CAFD; excludes Thermal; Residential solar assets are investment-grade equivalent; ⁴ Excludes MSA fees, distributed solar partnerships, and corporate interest

NRG Energy: A Strong & Strategic Sponsor

NRG Energy: A Leading Competitive Power Company and Developer of Assets...

- ☑ **Largest Competitive Generation Portfolio:** 48 GW of total domestic generation capacity at nearly 140 facilities located across 29 states¹
 - ~41 GW of assets acquired, constructed, or in development over the past 5 years²

- ☑ **Leading Renewable Energy Platform:** One of the Largest Utility-Scale Solar Operators; #5 Wind Owner/Operator¹
 - Recently acquired 1.5 GW utility-scale wind & solar portfolio (including 265 MW operating assets) + 29 MW distributed assets in various stages of development

- ☑ **#1 Mass Retail Provider:** ~3 million customers served by NRG Energy's leading integrated competitive wholesale / retail platform

...Able to Offer NYLD High Quality Assets with Significant Growth Potential

ROFO Pipeline

Utility-Scale:	MW _{net}
In Operation	~662
In Development / Under Construction	~789
Total	~1,451



\$250 MM equity investment in business renewables partnerships pursuant to current ROFO pipeline

NYLD-Eligible Assets

Status	MW _{net}
UPMC Thermal Facility	73MWt
SunEdison "Utility-scale Assets"	1,538
Total	~1,610

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

¹ As of 9/30/16; Consolidated capacity before non controlling interest; Includes NRG Yield capacity; ² Includes ~23 GW from GenOn merger, ~8 GW from Edison Mission acquisition, ~1.5 GW from SUNE acquisition, acquisition by NRG Yield of Alta Wind, Desert Sunlight, and new development assets (i.e. Carlsbad and Puente).

Financial Discipline Drives Dividend Growth

- ✦ **BB/Ba2** Credit Rating (in-line with corporate target)
- ✦ **~\$860 MM** in Capital Sources
- ✦ **~\$215 MM** in Immediately Deployable Cash
- ✦ **<65%** implied payout ratio¹ in 2016E
- ✦ **15% per year** DPS growth through 2018
- ✦ No Incentive Distribution Rights (IDR)
- ✦ Independent Board Structure for Overseeing Drop-Down Acquisitions

Abundant Sources of Capital

(\$ millions)

Investable Cash Through 2017: ~\$280

Plus: Unutilized ATM Capacity \$150

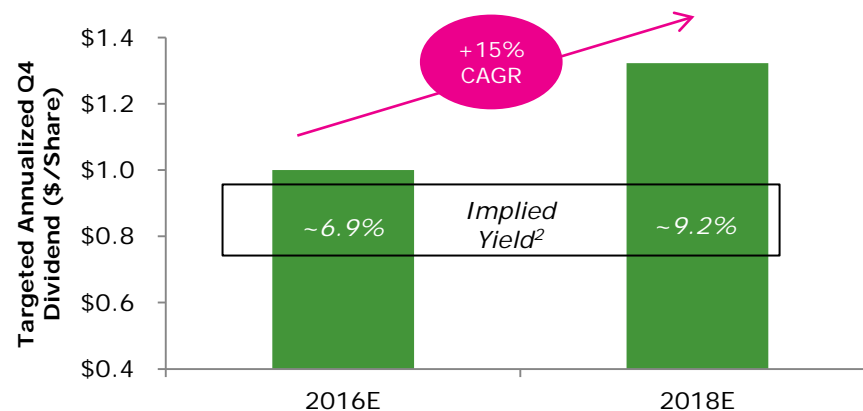
Plus: Available Revolver Capacity \$430

Available Capital Sources: ~\$860

➤ Today: **\$215 MM**

➤ Est. Excess Cash 9/30/16 through YE '17: **\$65 MM**

Targeted 15% Dividend Per Share Growth through 2018 Based on Current Platform



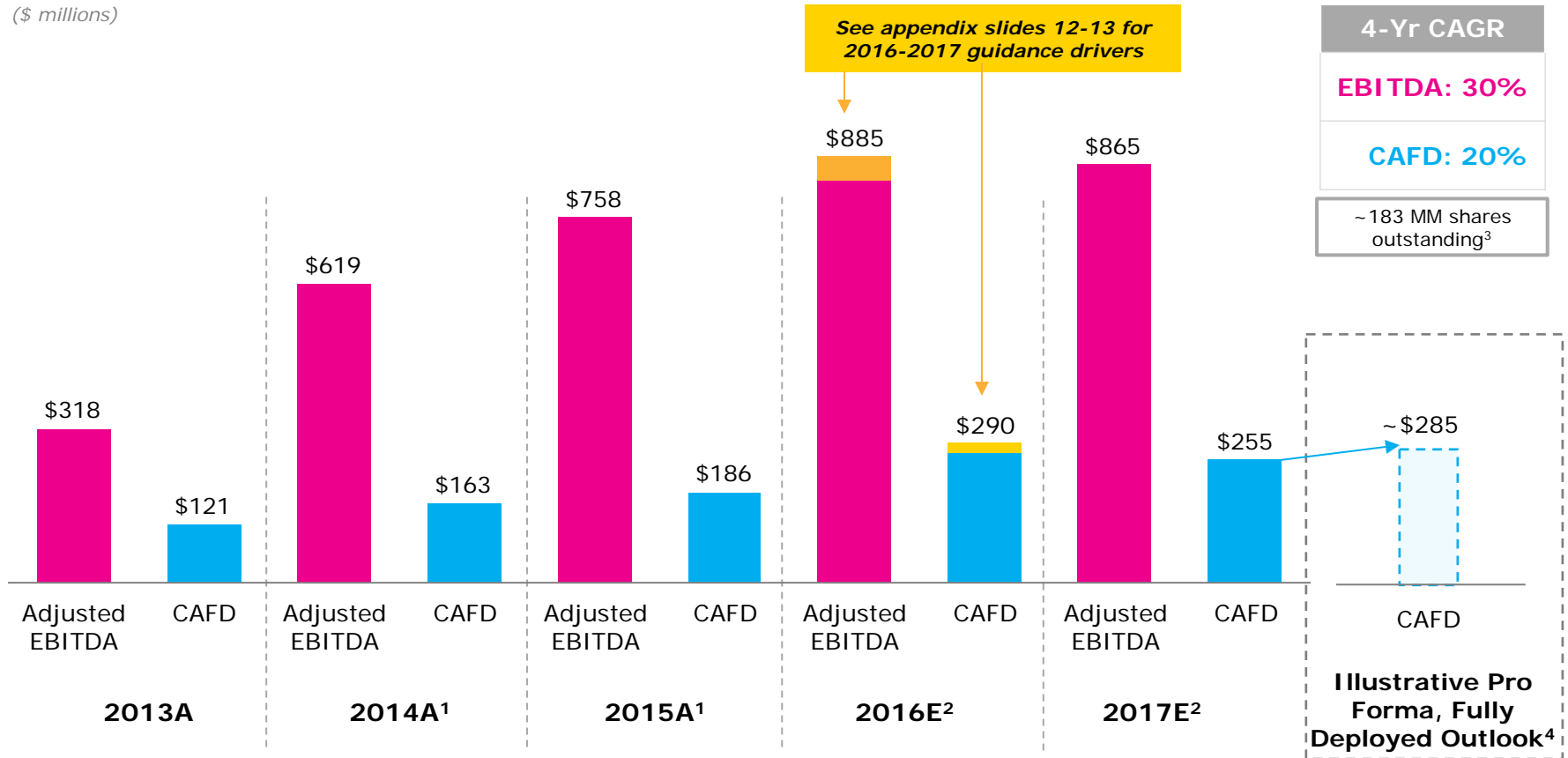
Disciplined Financial and Operational Management Affords Strategic Flexibility Through Market Cycles: Well Positioned for Growth

¹ Payout ratio is defined as expected dividends paid divided by cash available for distribution (CAFD); ² Based on Class C share price as of 10/31/2016

Proven EBITDA and CAFD Growth

NRG Yield: Strong Track Record of Growth

(\$ millions)



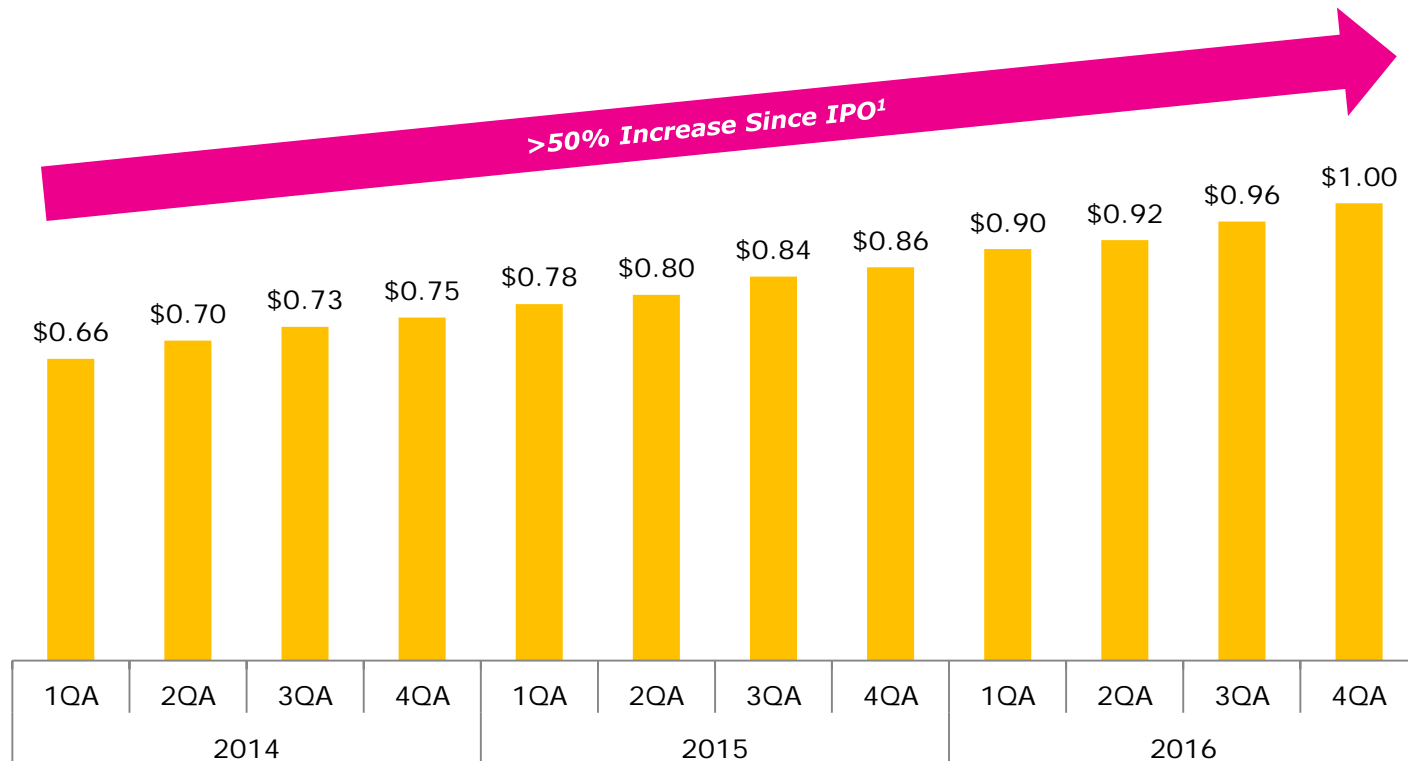
Consistent Growth and Business Performance Coupled with Available Growth Capital...

¹ In accordance with GAAP, 2013 and 2014 results have been recast to include the Drop Down Assets acquired by NRG Yield from NRG on June 30, 2014 (June 2014 Drop Down Assets), January 2, 2015 (January 2015 Drop Down Assets), and November 3, 2015 (November 2015 Drop Down Assets) and September 1, 2016 as if the combinations have been in effect since the inception of common control; ² As of 11/4/2016; ³ As of 9/30/2016; ⁴ See appendix page 13

Sustained Dividend Growth

NRG Yield: Consistently Growing Its Dividend Since IPO

(Annualized \$/share)



...Has and Will Continue to Enable Sustained Dividend Growth

¹ 4Q 2013 through 2Q 2015 are adjusted to reflect recapitalization in May 2015

- ☑ Significant opportunity for growth through capital deployment in support of increased renewables demand and broader energy trends requiring cleaner and more reliable energy – all achieved through long-term contracts across varying fuel types
- ☑ NRG Yield well positioned with significant competitive advantages:
 - ☑ Diverse portfolio mitigates technology and concentration risk and notably expands investment universe
 - ☑ Relationship with NRG Energy provides mature operational platform and access to significant growth
 - ☑ Prudent financial execution and high-quality assets enable access to capital throughout market cycles

Best Positioned to Create Significant Shareholder Value through Capitalizing on Strong, Visible, and Durable Contracted Energy Market Fundamentals

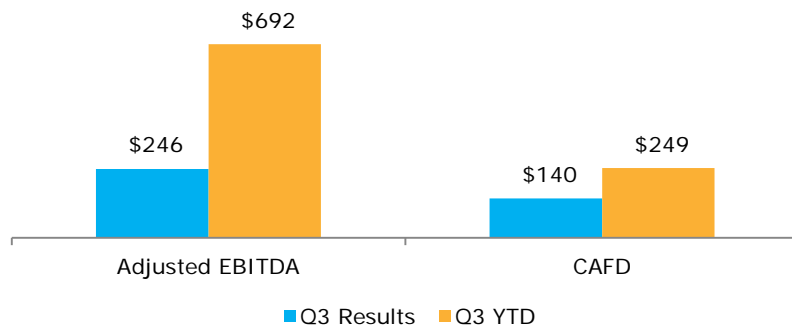
Appendix

2016 Financial Summary

(\$ millions)

All results updated with closing of CVSR acquisition. Includes the accounting impact resulting from a transfer of assets under common control

3Q and YTD Results¹

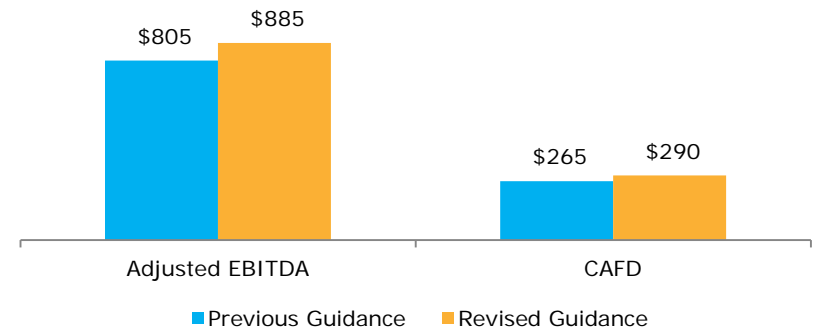


Q3 Key Business Drivers

- ↑ Strong Wind Resource: Production 14% above expectations including 19% at Alta
- ↑ Lower costs and maintenance capex at the Thermal segment
- ↓ Two unrelated outages at Walnut Creek (Units 2 and 4) in July and August; units back in service

Announced \$0.25/share Quarterly Dividend in 4Q or \$1.00/share Annualized for Year End 2016

Updated 2016 Guidance²



Bridge to Updated Guidance	Impacts to:	
	Adj. EBITDA	CAFD
Previous Guidance	\$805	\$265
<u>Full Year Impact of Drop Downs</u>		
51.05% of CVSR	\$40	\$10
DG Partnerships with NRG ³	\$20	\$4
YTD Business Outperformance, net	\$20	\$12
Revolver Interest Expense Incurred	N/A	(\$7)
Network Upgrades (Non CVSR)	N/A	\$6
Updated Guidance	\$885	\$290

Given Timing of Debt Service, 2016E CAFD Not Impacted by Recent Financings

Updated Full Year Financial Guidance Given Impact From Recent Strategic And Financial Initiatives

¹ During the third quarter of 2016, NRG Yield revised its definition of CAFD to reflect cash reimbursed for network upgrades, which is reflected as a decrease in our notes receivable balance. All periods have been recast to reflect the revised definition; ² As of 11/4/2016; ³DG Partnerships are accounted for as unconsolidated affiliates. Timing of distributions may differ from Adjusted EBITDA

Establishing 2017 Financial Guidance and Outlook

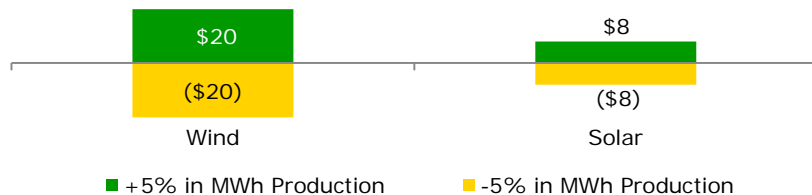
(\$ millions)

Current 2017 Financial Guidance

	Full Year
Adjusted EBITDA	\$865
CAFD	\$255

- ❖ Maintaining Dividend Growth: Targeting \$0.2875 per share (\$1.15 per share annualized) by 4Q17

Renewable Production Variability: Annual CAFD Sensitivity



- ❖ Represents potential full year CAFD impact if resource production diverges from internal median expectations; may be impacted by time of year of production

Bridge to 2017 Including Outlook Post Deployment of Investable Cash

Adjusted EBITDA

Revised 2016E Guidance	885
Less: 2016 YTD Business Outperformance, net	(20)
2017E Adjusted EBITDA Guidance	865

CAFD

Revised 2016E Guidance	290
Less:	
2016 YTD Business Outperformance, net	(12)
2026 Senior Notes Debt Service in Addition to Incurred	(11)
Revolver Interest in 2016 (\$7 MM)	
Pro Forma Impact of CVSR From Sept - Dec	(10)
Debt Service on Series D Thermal Financing	(5)
Additional Company Expenses Offset by Increased Distributions from Partnerships	(2)
Plus:	
Net Impact of CVSR in 2017 ¹	5

2017E CAFD Guidance **255**

Investable Cash Through 2017 **~280**

Illustrative CAFD Yield on Investment ~10%

Est. Full Year CAFD After Deployment of Excess Cash **~28**

Pro Forma, Fully Deployed Outlook **~285**

Maintaining 15% YoY Target Increase in Dividend;
2017 Financial Guidance Set Prior to Deployment of Excess Cash

¹ Refer to slide 7 of the second quarter earnings presentation (August 9, 2016)

Visible Growth through NRG Strategic Partnership



Existing Commitments in Partnership with NRG Energy

Project	Technology	Net MW	COD	Off-Take
University of Pittsburgh Medical Center (UPMC)	District Energy	73	Expected Early 2018	20-year Energy Services Agreement with UPMC
\$210 MM in business renewables and residential solar portfolios*	PV	NA	2015-2017	Long-term agreements with business customers and 20-year leases with residential customers

***\$156 MM invested in business renewables and residential solar portfolios through 3Q16¹**

NRG ROFO Assets

Project	Technology	Net MW	COD	Off-Take ¹
Agua Caliente ²	PV	148	2014	25-year PPA with PG&E ³
Ivanpah ⁴	Solar Thermal	193	2013	20-25-year PPAs with PG&E and SCE ³
Remaining 25% of EME PayGo Wind Assets	Wind	201	Various	Various long-term contracts
Other Wind Assets	Wind	120	Various	Various long-term contracts
Carlsbad ⁵	Natural Gas	527	2018	20-year PPA with SDG&E ³
Puente ⁶ (Formerly Mandalay)	Natural Gas	262	2020	20-year PPA with SCE ³
Up to \$250 MM equity investment in business renewables	PV	TBD	2017+	Long-term agreements with business renewable customers

NRG: NYLD-Eligible Assets

Project	Technology	Net MW	COD	Off-Take
SunEdison Utility-Scale Assets	Wind and Solar	1,538	Various	Various

Robust Growth Through Sponsor Relationship

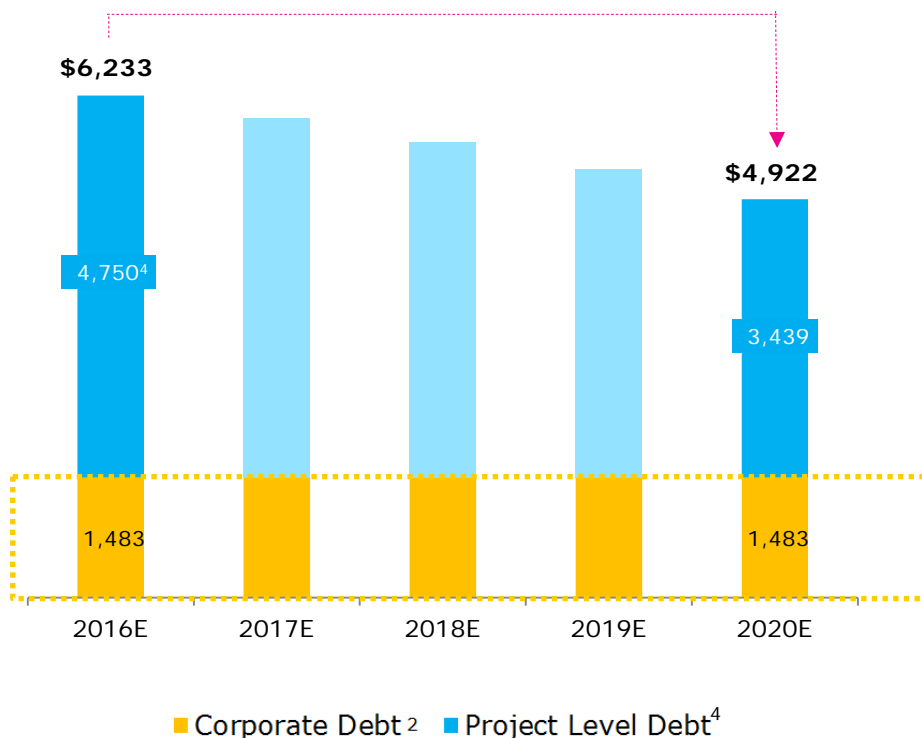
¹ Includes \$26 MM for 14 MW of residential solar leases acquired outside of partnerships, not adjusted for dividends received; ² Capacity represents 51% NRG ownership; Remaining 49% of Agua Caliente is owned by MidAmerican Energy Holdings, Inc.; ³ SCE – Southern California Edison; PG&E – Pacific Gas & Electric; SDG&E – San Diego Gas & Electric; ⁴ Capacity represents 50.05% NRG ownership; Remaining 49.95% is owned by Google, Inc. and BrightSource Energy, Inc.; ⁵ Pending California appeals court review; ⁶ Subject to applicable regulatory approvals and permits

Naturally Deleveraging Platform

(\$ millions)

Projected Debt Balances¹

~\$1.3 BN Decrease



Significant Financial Benefit...

- ✓ >\$300 MM / year on average of natural deleveraging
- ✓ Projected five-year reduction represents ~48% of current market cap³

...Provides Value For NRG Yield

- ✓ Occurs with no impact to dividend or planned dividend growth
- ✓ Predictable debt reduction provides comfort around overall leverage and post-PPA cash flow potential
- ✓ Increases financing capacity to aid future accretive growth

Project Debt Amortization Enhances Financing Flexibility

¹ Excludes corporate revolver; includes corporate debt and convertibles, all project level debt, and proportional project debt from unconsolidated affiliates; Pro Forma for CVSR HoldCo and Thermal Series D Notes; ² Assumes roll-forward of any maturing corporate level debt and convertibles; ³ As of October 31, 2016; includes Class A, B, C, D shares outstanding; ⁴ 2016 Project debt is \$5,033 MM Total Debt from NYLD 3Q16 Earnings Slide 19 less 2016 payments of \$283 MM

Current Operating Assets

As of September 30, 2016

Wind

Projects	Percentage Ownership	Net Capacity (MW)(a)	Offtake Counterparty	PPA Expiration
Alta I	100%	150	Southern California Edison	2035
Alta II	100%	150	Southern California Edison	2035
Alta III	100%	150	Southern California Edison	2035
Alta IV	100%	102	Southern California Edison	2035
Alta V	100%	168	Southern California Edison	2035
Alta X (c)	100%	137	Southern California Edison	2038
Alta XI (c)	100%	90	Southern California Edison	2038
South Trent	100%	101	AEP Energy Partners	2029
Laredo Ridge	100%	80	Nebraska Public Power District	2031
Taloga	100%	130	Oklahoma Gas & Electric	2031
Pinnacle	100%	55	Maryland Department of General Services and University System of Maryland	2031
Buffalo Bear	100%	19	Western Farmers Electric Co-operative	2033
Spring Canyon II (c)	90.1%	29	Platte River Power Authority	2039
Spring Canyon III (c)	90.1%	25	Platte River Power Authority	2039
NRG Wind TE Holdco (c)	75%	613	Various	Various
		1,999		

Conventional

Projects	Percentage Ownership	Net Capacity (MW)(a)	Offtake Counterparty	PPA Expiration
GenConn Middletown	50%	95	Connecticut Light & Power	2041
GenConn Devon	50%	95	Connecticut Light & Power	2040
Marsh Landing	100%	720	Pacific Gas and Electric	2023
El Segundo	100%	550	Southern California Edison	2023
Walnut Creek	100%	485	Southern California Edison	2023
		1,945		

Utility-Scale Solar

Projects	Percentage Ownership	Net Capacity (MW)(a)	Offtake Counterparty	PPA Expiration
Alpine	100%	66	Pacific Gas and Electric	2033
Avenal	50%	23	Pacific Gas and Electric	2031
Avra Valley	100%	26	Tucson Electric Power	2032
Blythe	100%	21	Southern California Edison	2029
Borrego	100%	26	San Diego Gas and Electric	2038
Roadrunner	100%	20	El Paso Electric	2031
CVSR	100%	250	Pacific Gas and Electric	2038
Kansas South	100%	20	Pacific Gas and Electric	2033
TA High Desert	100%	20	Southern California Edison	2033
Desert Sunlight 250	25%	63	Southern California Edison	2035
Desert Sunlight 300	25%	75	Pacific Gas and Electric	2040
		610		

Distributed Solar

Projects(b)	Percentage Ownership	Net Capacity (MW)(a)	Offtake Counterparty	PPA Expiration
AZ DG Solar Projects	100%	5	Various	2025 - 2033
PFMG DG Solar Projects	51%	4	Various	2032
		9		

Thermal

Projects	Percentage Ownership	Net Capacity (MW)(d)	Offtake Counterparty	PPA Expiration
Thermal equivalent MWt(e)	100%	1449	Various	Various
Thermal generation	100%	123	Various	Various

(a) Net capacity, shown in AC, represents the maximum, or rated, generating capacity of the facility multiplied by the Company's percentage ownership in the facility as of September 30, 2016; (b) Excludes capacity related to Residential Solar and Business Renewables Partnerships with NRG; (c) Projects are part of tax equity arrangements; (d) For thermal energy, net capacity represents MWt for steam or chilled water and includes 134 MWt available under the right-to-use provisions contained in agreements between two of the Company's thermal facilities and certain of its customers

Structural Overview

Organizational structure designed to maximize value by aligning interests with NRG Energy, maximizing tax benefits and protecting stakeholders

Governance

- ❖ Dedicated CEO appointed May 2016
- ❖ Dedicated CFO appointed November 2016
- ❖ Seven directors, three of which are independent
 - ❖ Majority vote of independent directors required on NRG Energy-related transactions
- ❖ Management and operational services covered through Management Services Agreement and project-level agreements

No IDR Structure

Taxes

- ❖ NYLD not expected to be a taxpayer for ~9 years
- ❖ Structure provides flow-through tax treatment on NRG Energy's retained stake in NRG Yield and potential future tax benefits for NYLD



NRG Common Stock

42.7 MM Class B Shares [1 vote / shr]
 42.7 MM Class D Shares [1/100th vote /shr]

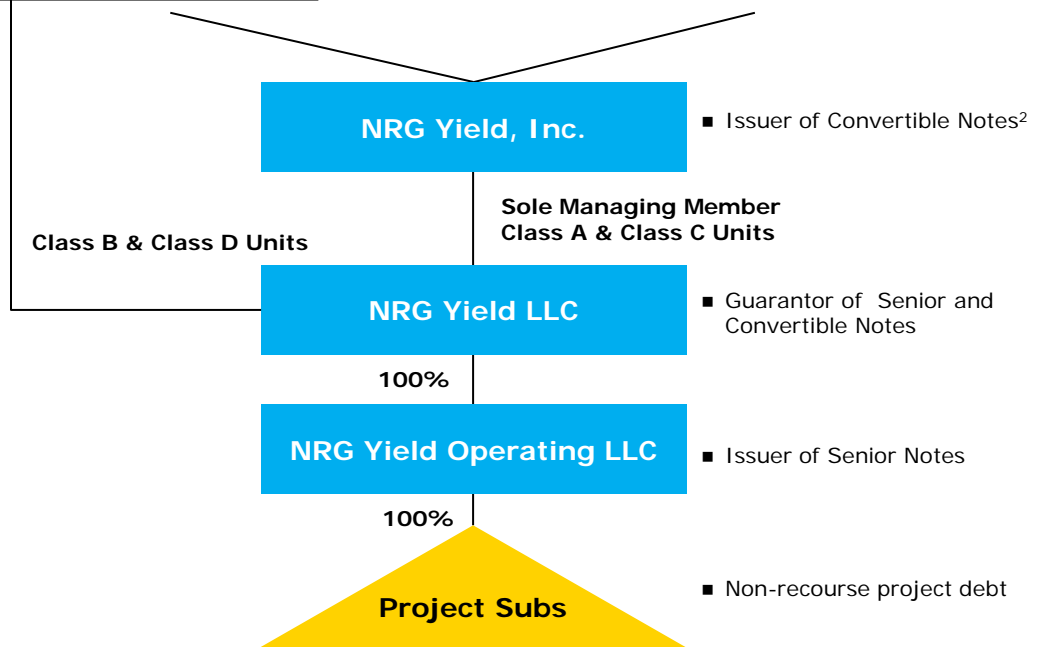


Public Common Stock

34.6 MM Class A Shares
 62.8 MM Class C Shares

NRG's Voting Interest: 55.1%¹
NRG's Economic Interest 46.7%¹

Public Voting Interest 44.9%¹
Public Economic Interest: 53.3%¹



Prudent Financing Structure Supports Corporate Organizational Objectives

¹ Ownership percentages as of 10/31/2016; ² Guaranteed by NRG Yield LLC and NRG Yield Operating LLC

Appendix Reg. G Schedules

Reg. G: Actuals

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	9/30/2016	9/30/2015	9/30/2016	9/30/2015
Net Income/(Loss)	47	32	111	53
Income Tax Expense	13	8	25	8
Interest Expense, net	70	70	212	199
Depreciation, Amortization, and ARO Expense	76	71	226	224
Contract Amortization	17	14	57	40
Merger and Transaction Costs	—	1	—	2
Loss on Debt Extinguishment	—	2	—	9
Mark to Market (MtM) (Gains) on economic hedges	—	2	—	(1)
Other non recurring charges	—	1	3	1
Adjustments to reflect NRG Yield's pro-rata share of Adjusted EBITDA from Unconsolidated Affiliates	23	20	58	34
Adjusted EBITDA	246	221	692	569
Cash interest paid	(63)	(65)	(198)	(204)
Changes in prepaid and accrued capacity payments	67	65	2	(1)
Pro-rata Adjusted EBITDA from unconsolidated affiliates	(36)	(31)	(87)	(52)
Distributions from unconsolidated affiliates	17	19	39	40
All other changes in working capital	(7)	3	(9)	(42)
Cash from Operating Activities	224	212	439	310
All other changes in working capital	7	(3)	9	42
Return of investment from unconsolidated affiliates	(2)	1	16	16
Net contributions (to)/from noncontrolling interest ¹	(4)	—	(2)	—
Cash distributions to non-controlling interest prior to Drop Down (NRG)	(3)	(8)	(9)	(27)
Maintenance Capital expenditures	(3)	(2)	(12)	(8)
Principal amortization of indebtedness	(81)	(71)	(203)	(177)
Reimbursement of Network Upgrades ²	2	5	11	13
Cash Available for Distribution³	140	134	249	169

¹ Cash distributions (to)/from non-controlling interests includes tax equity proceeds, distributions for 25% of the NRG Wind TE Holdco, and distributions to tax equity investors;
² Reimbursement of Network Upgrades defined as Decrease in Notes Receivable on Consolidated Statement of Cash Flows; ³ During the third quarter of 2016, NRG Yield revised its definition of CAFD to reflect cash reimbursed for network upgrades, which is reflected as a decrease in our notes receivable balance. All periods have been recast to reflect the revised definition

Reg. G: Previous 2016 Guidance

<i>(\$ millions)</i>	Prior 2016 Full Year Guidance
Net Income¹	230
Income Tax Expense	45
Interest Expense, net	270
Depreciation, Amortization, Contract Amortization, and ARO Expense	260
Adjusted EBITDA	805
Cash interest paid	(235)
Changes in prepaid and accrued capacity payments	(8)
Pro-rata Adjusted EBITDA from unconsolidated affiliates	(122)
Distributions from unconsolidated affiliates	87
Cash from Operating Activities	527
Net contributions from non-controlling interest ²	1
Maintenance Capital expenditures	(25)
Principal amortization of indebtedness	(238)
Cash Available for Distribution	265

¹ Net Income guidance assumes \$0 impact for mark-to-market accounting for derivatives

² Includes tax equity proceeds, distributions for 25% of the NRG Wind TE Holdco, and distributions to tax equity investors

Reg. G: Updated 2016 Guidance & 2017 Guidance



<i>(\$ millions)</i>	Updated 2016 Full Year Guidance	2017 Full Year Guidance
Net Income¹	140	110
Income Tax Expense	25	20
Interest Expense, net	285	310
Depreciation, Amortization, Contract Amortization, and ARO Expense	360	355
Other non recurring charges	3	—
Adjustment to reflect NRG share of Adjusted EBITDA in unconsolidated affiliates	72	70
Adjusted EBITDA	885	865
Cash interest paid	(265)	(280)
Changes in prepaid and accrued capacity payments	(8)	(4)
Pro-rata Adjusted EBITDA from unconsolidated affiliates	(115)	(108)
Distributions from unconsolidated affiliates	76	75
Cash from Operating Activities	573	548
Net contributions from non-controlling interest ²	(2)	1
Maintenance Capital expenditures	(23)	(27)
Cash distributions to non-controlling interest prior to Drop Down (NRG)	(9)	—
Principal amortization of indebtedness	(265)	(283)
Reimbursement of Network Upgrades ³	16	16
Cash Available for Distribution⁴	290	255

¹ Net Income guidance assumes \$0 impact for mark-to-market accounting for derivatives; ² Includes tax equity proceeds, distributions for 25% of the NRG Wind TE Holdco, and distributions to tax equity investors; ³ Defined as Decrease in Notes Receivable (on Consolidated Statement of Cash Flows); ⁴ During the third quarter of 2016, NRG Yield revised its definition of CAFD to reflect cash reimbursed for network upgrades, which is reflected as a decrease in our notes receivable balance. All periods have been recast to reflect the revised definition

Reg. G: University of Pittsburgh Medical Center



<i>(\$ millions)</i>	5 Year Average from 2018-2022
Net Income	1
Interest Expense, net	3
Depreciation, Amortization, Contract Amortization, and ARO Expense	3
Adjusted EBITDA	7
Cash interest paid	(3 - 4)
Cash from Operating Activities	3.5
Cash Available for Distribution	3.5

Reg. G: 2013 Actual¹

<i>(\$ millions)</i>	FY 2013A
Net Income / (Loss)	\$125
Income tax	8
Interest expense, net	68
Depreciation, amortization, and ARO expense	93
Amortization of contracts	2
Adjustment to reflect NRG Energy share of Adjusted EBITDA in unconsolidated affiliates	22
Adjusted EBITDA	318
Cash interest paid	(55)
Change prepaid and accrued capacity payments	4
Pro-rata Adjusted EBITDA from unconsolidated affiliates	(42)
Cash distributions from unconsolidated affiliates	22
All other changes in working capital	(79)
Cash from Operating Activities	168
All other changes in working capital	79
Cash distributions to non-controlling interest prior to Drop Down (NRG Energy)	(42)
Maintenance Capital expenditures	(8)
Principal amortization of indebtedness	(72)
Network Upgrades	(4)
Cash Available for Distribution	121

¹ In accordance with GAAP, 2013 results have been recast to include the Drop Down Assets acquired by NRG Yield from NRG on June 30, 2014, January 2, 2015, November 3, 2015, and September 1, 2016 as if the combinations have been in effect since the inception of common control

Reg. G: 2014 Actual¹

<i>(\$ millions)</i>	FY 2014A
Net Income / (Loss)	\$108
Income tax	4
Interest expense, net	212
Depreciation, amortization, and ARO expense	235
Amortization of contracts	29
Transaction Costs	4
Mark to Market (MtM) Losses/(Gains) on economic hedges	(2)
Adjustment to reflect NRG Energy share of Adjusted EBITDA in unconsolidated affiliates	29
Adjusted EBITDA	619
Cash interest paid	(188)
Change prepaid and accrued capacity payments	-
Pro-rata Adjusted EBITDA from unconsolidated affiliates	(46)
Cash distributions from unconsolidated affiliates	25
All other changes in working capital	(48)
Cash from Operating Activities	362
All other changes in working capital	48
Cash distributions to non-controlling interest prior to Drop Down (NRG Energy)	(75)
Maintenance Capital expenditures	(8)
Principal amortization of indebtedness	(178)
Network upgrades	14
Cash Available for Distribution	163

¹ In accordance with GAAP, 2014 results have been recast to include the Drop Down Assets acquired by NRG Yield from NRG on June 30, 2014, January 2, 2015, November 3, 2015, and September 1, 2016 as if the combinations have been in effect since the inception of common control

Reg. G: 2015 Actual¹

<i>(\$ millions)</i>	FY 2015A
Net Income / (Loss)	\$65
Income tax	12
Interest expense, net	261
Depreciation, amortization, and ARO expense	299
Amortization of contracts	54
Loss on Debt Extinguishment	9
Other non recurring charges	3
Transaction Costs	3
Mark to Market (MtM) Losses/(Gains) on economic hedges	2
Adjustment to reflect NRG Energy share of Adjusted EBITDA in unconsolidated affiliates	50
Adjusted EBITDA	758
Cash interest paid	(274)
Change prepaid and accrued capacity payments	(12)
Pro-rata Adjusted EBITDA from unconsolidated affiliates	(76)
Cash distributions from unconsolidated affiliates	70
All other changes in working capital	(61)
Cash from Operating Activities	405
All other changes in working capital	61
Cash distributions to non-controlling interest prior to Drop Down (NRG Energy)	(45)
Maintenance Capital expenditures	(20)
Principal amortization of indebtedness	(232)
Network Upgrades	17
Cash Available for Distribution	186

¹ In accordance with GAAP, 2015 results have been recast to include the Drop Down Assets acquired by NRG Yield from NRG on September 1, 2016 as if the combination has been in effect since the inception of common control

Reg. G: 2016 Guidance & 2017 Guidance



<i>(\$ millions)</i>	2016 Full Year Guidance	2017 Full Year Guidance
Net Income¹	140	110
Income Tax Expense	25	20
Interest Expense, net	285	310
Depreciation, Amortization, Contract Amortization, and ARO Expense	360	355
Other non recurring charges	3	—
Adjustment to reflect NRG share of Adjusted EBITDA in unconsolidated affiliates	72	70
Adjusted EBITDA	885	865
Cash interest paid	(265)	(280)
Changes in prepaid and accrued capacity payments	(8)	(4)
Pro-rata Adjusted EBITDA from unconsolidated affiliates	(115)	(108)
Distributions from unconsolidated affiliates	76	75
Cash from Operating Activities	573	548
Net contributions from non-controlling interest ²	(2)	1
Maintenance Capital expenditures	(23)	(27)
Cash distributions to non-controlling interest prior to Drop Down (NRG)	(9)	—
Principal amortization of indebtedness	(265)	(283)
Reimbursement of Network Upgrades ³	16	16
Cash Available for Distribution	290	255

¹ Net Income guidance assumes \$0 impact for mark-to-market accounting for derivatives; ² Includes tax equity proceeds, distributions for 25% of the NRG Wind TE Holdco, and distributions to tax equity investors; ³ Defined as Decrease in Notes Receivable (on Consolidated Statement of Cash Flows)

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 Yield'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 and equity 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 supplementally. 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.

Management believes Adjusted EBITDA is useful to investors and other users of our financial statements in evaluating our operating performance because it provides them with an additional tool to compare business performance across companies and across periods. This measure is widely used by investors to measure a company's operating performance without regard to items such as interest expense, taxes, depreciation and amortization, which can vary substantially from company to company depending upon accounting methods and book value of assets, capital structure and the method by which assets were acquired.

Additionally, Management believes that investors commonly adjust EBITDA information to eliminate the effect of restructuring and other expenses, which vary widely from company to company and impair comparability. As we define it, Adjusted EBITDA represents EBITDA adjusted for the effects of impairment losses, gains or losses on sales, dispositions or retirements of assets, any mark-to-market gains or losses from accounting for derivatives, adjustments to exclude gains or losses on the repurchase, modification or extinguishment of debt, and any extraordinary, unusual or non-recurring items plus adjustments to reflect the Adjusted EBITDA from our unconsolidated investments. We adjust for these items in our Adjusted EBITDA as our management believes that these items would distort their ability to efficiently view and assess our core operating trends.

In summary, our management uses Adjusted EBITDA as a measure of operating performance to assist in comparing performance from period to period on a consistent basis and to readily view operating trends, as a measure for planning and forecasting overall expectations and for evaluating actual results against such expectations, and in communications with our Board of Directors, shareholders, creditors, analysts and investors concerning our financial performance.

Cash Available for Distribution (CAFD) is adjusted EBITDA plus cash dividends from unconsolidated affiliates, decrease in notes receivable, less maintenance capital expenditures, pro-rata adjusted EBITDA from unconsolidated affiliates, cash interest paid, income taxes paid, principal amortization of indebtedness, and changes in prepaid and accrued capacity payments. Management believes cash available for distribution is a relevant supplemental measure of the Company's ability to earn and distribute cash returns to investors. During the third quarter of 2016, we revised our definition of CAFD to reflect cash reimbursed for network upgrades, which is reflected as a decrease in our notes receivable balance. All periods have been recast to reflect the revised definition.

We believe cash available for distribution is useful to investors in evaluating our operating performance because securities analysts and other interested parties use such calculations as a measure of our ability to make quarterly distributions. In addition, cash available for distribution is used by our management team for determining future acquisitions and managing our growth. The GAAP measure most directly comparable to cash available for distribution is cash provided by operating activities.

However, cash available for distribution has limitations as an analytical tool because it does not include changes in operating assets and liabilities and excludes the effect of certain other cash flow items, all of which could have a material effect on our financial condition and results from operations. Cash available for distribution is a non GAAP measure and should not be considered an alternative to cash provided by operating activities or any other performance or liquidity measure determined in accordance with GAAP, nor is it indicative of funds available to fund our cash needs. In addition, our calculations of cash available for distribution are not necessarily comparable to cash available for distribution as calculated by other companies. Investors should not rely on these measures as a substitute for any GAAP measure, including cash provided by operating activities.