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

FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended: June 30, 2024

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number: 001-15891

NRG Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

41-1724239

(State or other jurisdiction
of incorporation or organization)

(I.R.S. Employer
Identification No.)

910 Louisiana Street Houston Texas

77002

(Address of principal executive offices)

(Zip Code)

(713) 537-3000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, par value \$0.01	NRG	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>
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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of July 31, 2024, there were 206,379,832 shares of common stock outstanding, par value \$0.01 per share.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q of NRG Energy, Inc., or NRG or the Company, includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The words "believes," "projects," "anticipates," "plans," "expects," "intends," "estimates," "should," "forecasts," and similar expressions are intended to identify forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors, many of which are beyond NRG's control, that may cause NRG's actual results, performance and achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements are not guarantees of future results. These factors, risks and uncertainties include the factors described under *Risk Factors*, in Part II, Item 1A of this Form 10-Q and the following:

- Business uncertainties related to NRG's ability to integrate the operations of Vivint Smart Home;
- NRG's ability to obtain and maintain retail market share;
- General economic conditions, changes in the wholesale power and gas markets and fluctuations in the cost of fuel;
- Volatile power and gas supply costs and demand for power and gas, including the impacts of weather;
- Hazards customary to the power production industry and power generation operations, such as fuel and electricity price volatility, unusual weather conditions, catastrophic weather-related or other damage to facilities, unscheduled generation outages, maintenance or repairs, unanticipated changes to fuel supply costs or availability due to higher demand, shortages, transportation problems or other developments, environmental incidents, or electric transmission or gas pipeline system constraints and the possibility that NRG may not have adequate insurance to cover losses as a result of such hazards;
- The effectiveness of NRG's risk management policies and procedures and the ability of NRG's counterparties to satisfy their financial commitments;
- NRG's ability to enter into contracts to sell power or gas and procure fuel on acceptable terms and prices;
- NRG's ability to successfully integrate, realize cost savings and manage any acquired businesses;
- NRG's ability to engage in successful acquisitions and divestitures, as well as other mergers and acquisitions activity;
- Cyber terrorism and cybersecurity risks, data breaches or the occurrence of a catastrophic loss and the possibility that NRG may not have sufficient insurance to cover losses resulting from such hazards or the inability of NRG's insurers to provide coverage;
- Counterparties' collateral demands and other factors affecting NRG's liquidity position and financial condition;
- NRG's ability to operate its businesses efficiently and generate earnings and cash flows from its asset-based businesses in relation to its debt and other obligations;
- The liquidity and competitiveness of wholesale markets for energy commodities;
- Changes in law, including judicial and regulatory decisions;
- Government regulation, including changes in market rules, rates, tariffs and environmental laws;
- NRG's ability to develop and innovate new products, as retail and wholesale markets continue to change and evolve;
- Price mitigation strategies and other market structures employed by ISOs or RTOs that result in a failure to adequately and fairly compensate NRG's generation units;
- NRG's ability to mitigate forced outage risk;
- NRG's ability to borrow funds and access capital markets, as well as NRG's substantial indebtedness and the possibility that NRG may incur additional indebtedness in the future;
- Operating and financial restrictions placed on NRG and its subsidiaries that are contained in NRG's corporate credit agreements, and in debt and other agreements of certain of NRG subsidiaries and project affiliates generally;
- The ability of NRG and its counterparties to develop and build new power generation facilities;
- NRG's ability to implement its strategy of finding ways to meet the challenges of climate change, clean air and protecting natural resources, while taking advantage of business opportunities;
- NRG's ability to increase cash from operations through operational and market initiatives, corporate efficiencies, asset strategy, and a range of other programs throughout NRG to reduce costs or generate revenues;
- NRG's ability to successfully evaluate investments and achieve intended financial results in new business and growth initiatives; and
- NRG's ability to develop and maintain successful partnering relationships as needed.

In addition, unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Forward-looking statements speak only as of the date they were made and NRG undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as otherwise required by applicable laws. The foregoing factors that could cause NRG's actual results to differ materially from those contemplated in any forward-looking statements included in this Quarterly Report on Form 10-Q should not be construed as exhaustive.

GLOSSARY OF TERMS

When the following terms and abbreviations appear in the text of this report, they have the meanings indicated below:

2023 Form 10-K	NRG's Annual Report on Form 10-K for the year ended December 31, 2023
ACE	Affordable Clean Energy
Adjusted EBITDA	Adjusted earnings before interest, taxes, depreciation and amortization
AESO	Alberta Electric System Operator
ASC	The FASB Accounting Standards Codification, which the FASB established as the source of authoritative GAAP
ASR	Accelerated Share Repurchase
ASU	Accounting Standards Updates - updates to the ASC
BTU	British Thermal Unit
Business	NRG Business, which serves business customers
CAA	Clean Air Act
CAISO	California Independent System Operator
CAMT	15% Corporate Alternative Minimum Tax enacted by the IRA on August 16, 2022
CDD	Cooling Degree Day
CFTC	U.S. Commodity Futures Trading Commission
CO ₂	Carbon Dioxide
Company	NRG Energy, Inc.
Convertible Senior Notes	As of June 30, 2024, consists of NRG's \$232 million unsecured 2.75% Convertible Senior Notes due 2048
Constellation	Constellation Energy Generation
Cottonwood	Cottonwood Generating Station, a natural gas-fueled plant located in Deweyville, Texas, which NRG is leasing through May 2025
CPP	Clean Power Plan
CWA	Clean Water Act
D.C. Circuit	U.S. Court of Appeals for the District of Columbia Circuit
Dth	Dekatherms
Economic gross margin	Sum of retail revenue, energy revenue, capacity revenue and other revenue, less cost of fuels and purchased energy and other cost of sales
EGU	Electric Generating Unit
EIA	U.S. Energy Information Administration
ELG	Effluent Limitations Guidelines
EPA	U.S. Environmental Protection Agency
ERCOT	Electric Reliability Council of Texas, the Independent System Operator and the regional reliability coordinator of the various electricity systems within Texas
ESPP	NRG Energy, Inc. Amended and Restated Employee Stock Purchase Plan
Exchange Act	The Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
FGD	Flue gas desulfurization
FTRs	Financial Transmission Rights
GAAP	Generally accepted accounting principles in the U.S.
GHG	Greenhouse Gas
Green Mountain Energy	Green Mountain Energy Company
GW	Gigawatts
GWh	Gigawatt Hour
HDD	Heating Degree Day

Heat Rate	A measure of thermal efficiency computed by dividing the total BTU content of the fuel burned by the resulting kWhs generated. Heat rates can be expressed as either gross or net heat rates, depending upon whether the electricity output measured is gross or net generation. Heat rates are generally expressed as BTU per net kWh
Home	NRG Home, which serves residential customers
ICE	Intercontinental Exchange
IESO	Independent Electricity System Operator
ISO	Independent System Operator, also referred to as RTOs
ISO-NE	ISO New England Inc.
Ivanpah	Ivanpah Solar Electric Generation Station, a solar thermal power plant located in California's Mojave Desert in which NRG owns 54.5% interest
kWh	Kilowatt-hour
LTIPs	Collectively, the NRG long-term incentive plan ("LTIP") and the Vivint LTIP
MDth	Thousand Dekatherms
Midwest Generation	Midwest Generation, LLC
MISO	Midcontinent Independent System Operator, Inc.
MMBtu	Million British Thermal Units
MW	Megawatts
MWh	Saleable megawatt hour net of internal/parasitic load megawatt-hour
NAAQS	National Ambient Air Quality Standards
NEPOOL	New England Power Pool
NERC	North American Electric Reliability Corporation
Net Exposure	Counterparty credit exposure to NRG, net of collateral
Net Revenue Rate	Sum of retail revenues less TDSP transportation charges
Nodal	Nodal Exchange is a derivatives exchange
NOL	Net Operating Loss
NOx	Nitrogen Oxides
NPNS	Normal Purchase Normal Sale
NRC	U.S. Nuclear Regulatory Commission
NRG	NRG Energy, Inc.
Nuclear Decommissioning Trust Fund	Prior to the sale of STP on November 1, 2023, nuclear decommissioning trust fund assets, for NRG portion of the decommissioning of the STP units 1 & 2
NYISO	New York Independent System Operator
NYMEX	New York Mercantile Exchange
OCI/OCL	Other Comprehensive Income/(Loss)
OECD	Organization for Economic Cooperation and Development
PJM	PJM Interconnection, LLC
PM2.5	Particulate Matter that has a diameter of less than 2.5 micrometers
PPA	Power Purchase Agreement
PUCT	Public Utility Commission of Texas
RCRA	Resource Conservation and Recovery Act of 1976
Receivables Facility	NRG Receivables LLC, a bankruptcy remote, special purpose, wholly-owned indirect subsidiary of the Company's \$2.3 billion accounts receivables securitization facility due 2025, which was last amended on June 21, 2024
Receivables Securitization Facilities	Collectively, the Receivables Facility and the Repurchase Facility
RECs	Renewable Energy Certificates
Renewable PPA	A third-party PPA entered into directly with a renewable generation facility for the offtake of the Renewable Energy Certificates or other similar environmental attributes generated by such facility, coupled with the associated power generated by that facility
REP	Retail electric provider

Repurchase Facility	NRG's \$150 million uncommitted repurchase facility related to the Receivables Facility due 2024, which was terminated on June 21, 2024
Revolving Credit Facility	The Company's \$4.2 billion revolving credit facility due 2028, which was last amended on April 22, 2024
RGGI	Regional Greenhouse Gas Initiative
RMR	Reliability Must-Run
RTO	Regional Transmission Organization, also referred to as ISOs
SEC	U.S. Securities and Exchange Commission
Securities Act	The Securities Act of 1933, as amended
Senior Credit Facility	NRG's senior secured credit facility, comprised of the Revolving Credit Facility and the Term Loan B Facility
Senior Notes	As of June 30, 2024, NRG's \$3.9 billion outstanding unsecured senior notes consisting of \$375 million of the 6.625% senior notes due 2027, \$821 million of 5.750% senior notes due 2028, \$733 million of the 5.250% senior notes due 2029, \$500 million of the 3.375% senior notes due 2029, \$1.0 billion of the 3.625% senior notes due 2031 and \$480 million of the 3.875% senior notes due 2032
Senior Secured First Lien Notes	As of June 30, 2024, NRG's \$2.6 billion outstanding Senior Secured First Lien Notes consists of \$50 million of the 2.000% Senior Secured First Lien Notes due 2025, \$900 million of the 2.450% Senior Secured First Lien Notes due 2027, \$500 million of the 4.450% Senior Secured First Lien Notes due 2029 and \$74 million of the 7.000% Senior Secured First Lien Notes due 2033
Series A Preferred Stock	As of June 30, 2024, NRG's Series A Preferred Stock consists of 650,000 outstanding shares of the 10.25% Series A Fixed-Rate Reset Cumulative Redeemable Perpetual Preferred Stock, with a \$1,000 liquidation preference per share
Services	NRG Services, which primarily includes the services businesses acquired in the Direct Energy acquisition and the Goal Zero business
SO ₂	Sulfur Dioxide
SOFR	Secured overnight financing rate
STP	South Texas Project — a nuclear generating facility located near Bay City, Texas in which NRG owned a 44% interest. NRG closed on the sale of its interest in STP on November 1, 2023
TDSP	Transmission/distribution service provider
TWh	Terawatt Hour
U.S.	United States of America
VaR	Value at Risk
VIE	Variable Interest Entity
Winter Storm Uri	A major winter and ice storm that had widespread impacts across North America occurring in February 2022

PART I — FINANCIAL INFORMATION

ITEM 1 — CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AND NOTES

NRG ENERGY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(In millions, except for per share amounts)	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Revenue				
Revenue	\$ 6,659	\$ 6,348	\$ 14,088	\$ 14,070
Operating Costs and Expenses				
Cost of operations (excluding depreciation and amortization shown below)	4,356	4,962	10,041	13,740
Depreciation and amortization	285	315	553	505
Impairment losses	15	—	15	—
Selling, general and administrative costs	592	522	1,183	948
Acquisition-related transaction and integration costs	6	22	15	93
Total operating costs and expenses	5,254	5,821	11,807	15,286
Gain on sale of assets	5	3	1	202
Operating Income/(Loss)	1,410	530	2,282	(1,014)
Other Income/(Expense)				
Equity in earnings of unconsolidated affiliates	4	5	7	10
Other income, net	3	13	33	29
Loss on debt extinguishment	(202)	—	(260)	—
Interest expense	(163)	(151)	(315)	(299)
Total other expense	(358)	(133)	(535)	(260)
Income/(Loss) Before Income Taxes	1,052	397	1,747	(1,274)
Income tax expense/(benefit)	314	89	498	(247)
Net Income/(Loss)	\$ 738	\$ 308	\$ 1,249	\$ (1,027)
Less: Cumulative dividends attributable to Series A Preferred Stock	17	17	34	21
Net Income/(Loss) Available for Common Stockholders	\$ 721	\$ 291	\$ 1,215	\$ (1,048)
Income/(Loss) per Share				
Weighted average number of common shares outstanding — basic	208	231	209	230
Income/(Loss) per Weighted Average Common Share — Basic	\$ 3.47	\$ 1.26	\$ 5.81	\$ (4.56)
Weighted average number of common shares outstanding — diluted	214	232	214	230
Income/(Loss) per Weighted Average Common Share — Diluted	\$ 3.37	\$ 1.25	\$ 5.68	\$ (4.56)

See accompanying notes to condensed consolidated financial statements.

NRG ENERGY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME/(LOSS)
(Unaudited)

(In millions)	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net Income/(Loss)	\$ 738	\$ 308	\$ 1,249	\$ (1,027)
Other Comprehensive (Loss)/Income				
Foreign currency translation adjustments	(2)	6	(10)	8
Defined benefit plans	(1)	—	(2)	(1)
Other comprehensive (loss)/income	(3)	6	(12)	7
Comprehensive Income/(Loss)	\$ 735	\$ 314	\$ 1,237	\$ (1,020)

See accompanying notes to condensed consolidated financial statements.

NRG ENERGY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions, except share data)	June 30, 2024	December 31, 2023
	(Unaudited)	(Audited)
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 376	\$ 541
Funds deposited by counterparties	688	84
Restricted cash	16	24
Accounts receivable, net	3,402	3,542
Inventory	623	607
Derivative instruments	3,520	3,862
Cash collateral paid in support of energy risk management activities	384	441
Prepayments and other current assets	797	626
Total current assets	9,806	9,727
Property, plant and equipment, net	1,790	1,763
Other Assets		
Equity investments in affiliates	45	42
Operating lease right-of-use assets, net	201	179
Goodwill	5,060	5,079
Customer relationships, net	1,946	2,164
Other intangible assets, net	1,467	1,763
Derivative instruments	2,625	2,293
Deferred income taxes	1,841	2,251
Other non-current assets	981	777
Total other assets	14,166	14,548
Total Assets	\$ 25,762	\$ 26,038

(In millions, except share data)	June 30, 2024		December 31, 2023	
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities				
Current portion of long-term debt and finance leases	\$ 262	\$ 620	\$ 262	\$ 620
Current portion of operating lease liabilities	91	90	91	90
Accounts payable	2,109	2,325	2,109	2,325
Derivative instruments	2,664	4,019	2,664	4,019
Cash collateral received in support of energy risk management activities	688	84	688	84
Deferred revenue current	779	720	779	720
Accrued expenses and other current liabilities	1,709	1,642	1,709	1,642
Total current liabilities	<u>8,302</u>	<u>9,500</u>	<u>8,302</u>	<u>9,500</u>
Other Liabilities				
Long-term debt and finance leases	10,425	10,133	10,425	10,133
Non-current operating lease liabilities	144	128	144	128
Derivative instruments	1,435	1,488	1,435	1,488
Deferred income taxes	8	22	8	22
Deferred revenue non-current	906	914	906	914
Other non-current liabilities	919	947	919	947
Total other liabilities	<u>13,837</u>	<u>13,632</u>	<u>13,837</u>	<u>13,632</u>
Total Liabilities	<u>22,139</u>	<u>23,132</u>	<u>22,139</u>	<u>23,132</u>
Commitments and Contingencies				
Stockholders' Equity				
Preferred stock; 10,000,000 shares authorized; 650,000 Series A shares issued and outstanding at June 30, 2024 and December 31, 2023, aggregate liquidation preference of \$650 at June 30, 2024 and December 31, 2023	650	650	650	650
Common stock; \$0.01 par value; 500,000,000 shares authorized; 266,552,386 and 267,330,470 shares issued and 207,498,428 and 208,130,950 shares outstanding at June 30, 2024 and December 31, 2023, respectively	3	3	3	3
Additional paid-in-capital	3,229	3,416	3,229	3,416
Retained earnings	1,863	820	1,863	820
Treasury stock, at cost; 59,053,958 shares and 59,199,520 shares at June 30, 2024 and December 31, 2023, respectively	(2,019)	(1,892)	(2,019)	(1,892)
Accumulated other comprehensive loss	(103)	(91)	(103)	(91)
Total Stockholders' Equity	<u>3,623</u>	<u>2,906</u>	<u>3,623</u>	<u>2,906</u>
Total Liabilities and Stockholders' Equity	<u>\$ 25,762</u>	<u>\$ 26,038</u>	<u>\$ 25,762</u>	<u>\$ 26,038</u>

See accompanying notes to condensed consolidated financial statements.

NRG ENERGY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Uaudited)

(In millions)	Six months ended June 30,	
	2024	2023
Cash Flows from Operating Activities		
Net Income/(Loss)	\$ 1,249	\$ (1,027)
Adjustments to reconcile net income/(loss) to cash provided/(used) by operating activities:		
Equity in and distributions from earnings of unconsolidated affiliates	(4)	(9)
Depreciation and amortization	553	505
Accretion of asset retirement obligations	3	5
Provision for credit losses	133	80
Amortization of nuclear fuel	—	26
Amortization of financing costs and debt discounts	21	31
Loss on debt extinguishment	260	—
Amortization of in-the-money contracts and emissions allowances	73	112
Amortization of unearned equity compensation	57	61
Net loss/(gain) on sale of assets and disposal of assets	8	(187)
Impairment losses	15	—
Changes in derivative instruments	(1,384)	1,515
Changes in current and deferred income taxes and liability for uncertain tax benefits	390	(282)
Changes in collateral deposits in support of risk management activities	660	(1,355)
Changes in nuclear decommissioning trust liability	—	2
Changes in other working capital	(711)	(505)
Cash provided/(used) by operating activities	\$ 1,323	\$ (1,028)
Cash Flows from Investing Activities		
Payments for acquisitions of businesses and assets, net of cash acquired	\$ (32)	\$ (2,498)
Capital expenditures	(172)	(324)
Net purchases of emissions allowances	(11)	(25)
Investments in nuclear decommissioning trust fund securities	—	(185)
Proceeds from the sale of nuclear decommissioning trust fund securities	—	180
Proceeds from sales of assets, net of cash disposed	11	229
Proceeds from insurance recoveries for property, plant and equipment, net	3	121
Cash used by investing activities	\$ (201)	\$ (2,502)
Cash Flows from Financing Activities		
Proceeds from issuance of preferred stock, net of fees	\$ —	\$ 635
Payments of dividends to preferred and common stockholders	(204)	(174)
Equivalent shares purchased in lieu of tax withholdings	(35)	(16)
Payments for share repurchase activity	(90)	—
Net (payments)/receipts from settlement of acquired derivatives that include financing elements	(12)	318
Net proceeds of Revolving Credit Facility and Receivable Securitization Facilities	—	500
Proceeds from issuance of long-term debt	875	731
Payments of debt issuance costs	(12)	(22)
Repayments of long-term debt and finance leases	(956)	(10)
Payments for debt extinguishment costs	(257)	—
Proceeds from credit facilities	625	1,870
Repayments to credit facilities	(625)	(1,670)
Cash (used)/provided by financing activities	\$ (691)	\$ 2,162
Effect of exchange rate changes on cash and cash equivalents	—	3
Net Increase/(Decrease) in Cash and Cash Equivalents, Funds Deposited by Counterparties and Restricted Cash	431	(1,365)
Cash and Cash Equivalents, Funds Deposited by Counterparties and Restricted Cash at Beginning of Period	649	2,178
Cash and Cash Equivalents, Funds Deposited by Counterparties and Restricted Cash at End of Period	\$ 1,080	\$ 813

See accompanying notes to condensed consolidated financial statements.

NRG ENERGY, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Uaudited)

(In millions)							Accumulated	Total Stock-holders' Equity
			Additional		Retained	Treasury	Other	
	Preferred Stock	Common Stock	Paid-In Capital	Earnings	Stock	Comprehensive Loss		
Balance at December 31, 2023	\$ 650	\$ 3	\$ 3,416	\$ 820	\$ (1,892)	\$ (91)	\$ 2,906	
Net income				511				511
Other comprehensive loss						(9)		(9)
Share repurchases ^(a)			117		(117)			—
Retirement of treasury stock ^(b)			(38)		38			—
Equity-based awards activity, net ^(c)			8					8
Common stock dividends and dividend equivalents declared ^(d)				(86)				(86)
Series A Preferred Stock dividends ^(e)				(33)				(33)
Balance at March 31, 2024	\$ 650	\$ 3	\$ 3,503	\$ 1,212	\$ (1,971)	\$ (100)	\$ 3,297	
Net income				738				738
Other comprehensive loss						(3)		(3)
Shares reissuance for ESPP			1		5			6
Share repurchases ^(f)					(91)			(91)
Retirement of treasury stock ^(b)			(38)		38			—
Equity-based awards activity, net ^(c)			16					16
Common stock dividends and dividend equivalents declared ^(d)				(87)				(87)
Capped Call Options ^(g)				(253)				(253)
Balance at June 30, 2024	\$ 650	\$ 3	\$ 3,229	\$ 1,863	\$ (2,019)	\$ (103)	\$ 3,623	
(In millions)							Accumulated	Total Stock-holders' Equity
			Additional		Retained		Other	
	Preferred Stock	Common Stock	Paid-In Capital	Earnings/(Accumulated Deficit)	Treasury Stock	Comprehensive Loss		
Balance at December 31, 2022	\$ —	\$ 4	\$ 8,457	\$ 1,408	\$ (5,864)	\$ (177)	\$ 3,828	
Net loss				(1,335)				(1,335)
Issuance of Series A Preferred Stock	650			(14)				636
Other comprehensive income						1		1
Equity-based awards activity, net ^(c)			38					38
Common stock dividends and dividend equivalents declared ^(d)				(88)				(88)
Balance at March 31, 2023	\$ 650	\$ 4	\$ 8,481	\$ (15)	\$ (5,864)	\$ (176)	\$ 3,080	
Net income				308				308
Issuance of Series A Preferred Stock				(1)				(1)
Other comprehensive income						6		6
Shares reissuance for ESPP			1		3			4
Equity-based awards activity, net ^(c)			23					23
Common stock dividends and dividend equivalents declared ^(d)				(88)				(88)
Balance at June 30, 2023	\$ 650	\$ 4	\$ 8,504	\$ 205	\$ (5,861)	\$ (170)	\$ 3,332	

(a) Represents the final settlements of the November 6, 2023 ASR agreements. See Note 9, *Changes in Capital Structure* for additional information

(b) For further discussion of the treasury stock retirements, see Note 9, *Changes in Capital Structure*

(c) Includes \$(12) million and \$(23) million for the quarters ended June 30, and March 31, 2024, respectively, and \$(8) million and \$(8) million for the quarters ended June 30, and March 31, 2023, respectively, of equivalent shares purchased in lieu of tax withholding on equity compensation issuances

(d) Dividends per common share were \$0.4075 for each of the quarters ended June 30 and March 31, 2024 and \$0.3775 for each of the quarters ended June 30, and March 31, 2023

(e) Dividend per share of Series A Preferred Stock was \$51.25

(f) Includes excise tax accrued of \$1 million for the three months ended June 30, 2024

(g) For further discussion of the Capped Call Options, see Note 9, *Changes in Capital Structure*

See accompanying notes to condensed consolidated financial statements.

NRG ENERGY, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 — Nature of Business and Basis of Presentation

General

NRG Energy, Inc., or NRG or the Company, sits at the intersection of energy and home services. NRG is a leading energy and home services company fueled by market-leading brands, proprietary technologies, and complementary sales channels. Across the United States and Canada, NRG delivers innovative, sustainable solutions, predominately under brand names such as NRG, Reliant, Direct Energy, Green Mountain Energy and Vivint, while also advocating for competitive energy markets and customer choice. The Company has a customer base that includes approximately 8 million residential consumers in addition to commercial, industrial, and wholesale customers, supported by approximately 13 GW of generation as of June 30, 2024.

The Company's business is segmented as follows:

- Texas, which includes all activity related to customer, plant and market operations in Texas, other than Cottonwood;
- East, which includes all activity related to customer, plant and market operations in the East;
- West/Services/Other, which includes the following assets and activities: (i) all activity related to customer, plant and market operations in the West and Canada, (ii) the Services businesses and (iii) activity related to the Cottonwood facility and other investments;
- Vivint Smart Home; and
- Corporate activities.

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with the SEC's regulations for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. The following notes should be read in conjunction with the accounting policies and other disclosures as set forth in the notes to the consolidated financial statements in the Company's 2023 Form 10-K. Interim results are not necessarily indicative of results for a full year.

In the opinion of management, the accompanying unaudited interim condensed consolidated financial statements contain all material adjustments consisting of normal and recurring accruals necessary to present fairly the Company's consolidated financial position as of June 30, 2024, and the results of operations, comprehensive income/(loss), cash flows and stockholders' equity for the three and six months ended June 30, 2024 and 2023.

The Company identified an error in the previously issued condensed consolidated financial statements for the period ended June 30, 2023 related to the presentation of cash flows associated with certain borrowings and repayments related to certain credit facilities. The statement of cash flows for the period ended June 30, 2023 has been adjusted to present on a gross basis the certain borrowings from credit facilities of \$1.9 billion and the related repayments of \$1.7 billion. The change had no impact to the total cash used by financing activities for the period ended June 30, 2023. The Company evaluated the materiality of this error both qualitatively and quantitatively and has concluded it is immaterial to the impacted period.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Reclassifications

Certain prior period amounts have been reclassified for comparative purposes. The reclassifications did not affect consolidated results of operations, net assets or consolidated cash flows.

Note 2 — Summary of Significant Accounting Policies

Other Balance Sheet Information

The following table presents the accumulated depreciation included in property, plant and equipment, net and accumulated amortization included in customer relationships, net and other intangible assets, net:

(In millions)	June 30, 2024	December 31, 2023
Property, plant and equipment accumulated depreciation	\$ 1,420	\$ 1,295
Customer relationships and other intangible assets accumulated amortization	3,319	2,994

Credit Losses

Retail trade receivables are reported on the consolidated balance sheet net of the allowance for credit losses within accounts receivables, net. Long-term receivables are recorded net of allowance for credit losses in other non-current assets on the consolidated balance sheet. The Company accrues a provision for current expected credit losses based on (i) estimates of uncollectible revenues by analyzing accounts receivable aging and current and reasonable forecasts of expected economic factors including, but not limited to, unemployment rates and weather-related events, (ii) historical collections and delinquencies, and (iii) counterparty credit ratings for commercial and industrial customers.

The following table represents the activity in the allowance for credit losses for the three and six months ended June 30, 2024 and 2023:

(In millions)	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Beginning balance	\$ 140	\$ 121	\$ 145	\$ 133
Acquired balance from Vivint Smart Home	—	—	—	22
Provision for credit losses	58	45	133	80
Write-offs	(86)	(66)	(178)	(144)
Recoveries collected	9	12	19	21
Other	6	8	8	8
Ending balance	<u>\$ 127</u>	<u>\$ 120</u>	<u>\$ 127</u>	<u>\$ 120</u>

Cash and Cash Equivalents, Funds Deposited by Counterparties and Restricted Cash

The following table provides a reconciliation of cash and cash equivalents, restricted cash and funds deposited by counterparties reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the statements of cash flows:

(In millions)	June 30, 2024	December 31, 2023
Cash and cash equivalents	\$ 376	\$ 541
Funds deposited by counterparties	688	84
Restricted cash	16	24
Cash and cash equivalents, funds deposited by counterparties and restricted cash shown in the statement of cash flows	<u>\$ 1,080</u>	<u>\$ 649</u>

Funds deposited by counterparties consist of cash held by the Company as a result of collateral posting obligations from its counterparties related to NRG's hedging program. Though some amounts are segregated into separate accounts, not all funds are contractually restricted. Based on the Company's intention, these funds are not available for the payment of general corporate obligations; however, they are available for liquidity management. Depending on market fluctuations and the settlement of the underlying contracts, the Company will refund this collateral to the counterparties pursuant to the terms and conditions of the underlying trades. Since collateral requirements fluctuate daily and the Company cannot predict if any collateral will be held for more than twelve months, the funds deposited by counterparties are classified as a current asset on the Company's balance sheet, with an offsetting liability for this cash collateral received within current liabilities.

Restricted cash consists primarily of funds held to satisfy the requirements of certain agreements and funds held within the Company's projects that are restricted in their uses.

Goodwill

The following table represents the changes in goodwill during the six months ended June 30, 2024:

(In millions)	Texas	East	West/Services/Other	Vivint Smart Home	Total
Balance as of December 31, 2023	\$ 643	\$ 721	\$ 221	\$ 3,494	\$ 5,079
Impairment	—	—	(15)	—	(15)
Foreign currency translation adjustments	—	—	(4)	—	(4)
Balance as of June 30, 2024	\$ 643	\$ 721	\$ 202	\$ 3,494	\$ 5,060

Recent Accounting Developments — Guidance Not Yet Adopted

ASU 2023-07 – In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting (Topic 280) – Improvements to Reportable Segment Disclosures*, or ASU 2023-07. The guidance in ASU 2023-07 enhances reportable segment disclosure requirements by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker and included within each reported measure of segment profit and loss, an amount and description of its composition for other segment items and interim disclosures of a reportable segment's profit or loss and assets. The Company plans to adopt the new guidance for the annual period ending December 31, 2024 and subsequent interim periods thereafter. The guidance will be applied retrospectively for all prior periods presented in the financial statements.

ASU 2023-09 – In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740) – Improvements to Income Tax Disclosures*, or ASU 2023-09. The guidance in ASU 2023-09 enhances income tax disclosures by requiring disclosure of specific categories in the effective tax rate reconciliation and additional information for reconciling items that meet a quantitative threshold. Further the amendments of ASU 2023-09 require certain disclosures on income tax expense and income taxes paid. ASU 2023-09 is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The amendments of ASU 2023-09 may be applied on a prospective or retrospective basis. The Company is currently evaluating the impact of adopting ASU 2023-09 on its disclosures.

Note 3 — Revenue Recognition

Performance Obligations

As of June 30, 2024, estimated future fixed fee performance obligations are \$ 762 million for the remaining six months of fiscal year 2024, and \$ 1.3 billion, \$940 million, \$588 million, \$308 million and \$38 million for the fiscal years 2025, 2026, 2027, 2028 and 2029, respectively. These performance obligations include Vivint Smart Home products and services, as well as cleared auction MWs in the PJM, ISO-NE, NYISO and MISO capacity auctions. The cleared auction MWs are subject to penalties for non-performance.

Disaggregated Revenues

The following tables represent the Company's disaggregation of revenue from contracts with customers for the three and six months ended June 30, 2024 and 2023:

(In millions)	Three months ended June 30, 2024						Total
	Texas		East	West/Services/Other	Home	Vivint Smart	
	Home ^(a)	\$ 1,766	\$ 537	\$ 414	\$ 467	\$ (8)	
Retail revenue:							
Home ^(a)	\$ 1,766	\$ 537	\$ 414	\$ 467	\$ (8)	\$ 3,176	
Business	926	1,824	418	—	—	—	3,168
Total retail revenue ^(b)	2,692	2,361	832	467	(8)	6,344	
Energy revenue ^(b)	16	46	51	—	(3)	110	
Capacity revenue ^(b)	—	39	6	—	(1)	44	
Mark-to-market for economic hedging activities ^(c)	—	65	17	—	2	84	
Contract amortization	—	(6)	(1)	—	—	(7)	
Other revenue ^(b)	55	27	5	—	(3)	84	
Total revenue	2,763	2,532	910	467	(13)	6,659	
Less: Revenues accounted for under topics other than ASC 606 and ASC 815	—	12	19	—	—	—	31
Less: Realized and unrealized ASC 815 revenue	8	108	32	—	—	—	148
Total revenue from contracts with customers	\$ 2,755	\$ 2,412	\$ 859	\$ 467	\$ (13)	\$ 6,480	

(a) Home includes Services

(b) The following table represents the realized revenues related to derivative instruments that are accounted for under ASC 815 and included in the amounts above:

(In millions)	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail revenue	\$ —	\$ 9	\$ —	\$ —	\$ —	\$ —	\$ 9
Energy revenue	—	15	16	—	—	(2)	29
Capacity revenue	—	19	—	—	—	—	19
Other revenue	8	—	(1)	—	—	—	7

(c) Revenue relates entirely to unrealized gains and losses on derivative instruments accounted for under ASC 815

Three months ended June 30, 2023

(In millions)	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail revenue:							
Home ^(a)	\$ 1,563	\$ 446	\$ 406	\$ 444	\$ —	\$ 2,859	
Business	832	1,912	424	—	—	3,168	
Total retail revenue ^(b)	2,395	2,358	830	444	—	6,027	
Energy revenue ^(b)	16	28	40	—	(1)	83	
Capacity revenue ^(b)	—	49	—	—	—	49	
Mark-to-market for economic hedging activities ^(c)	—	52	23	—	—	75	
Contract amortization	—	(7)	(1)	—	—	(8)	
Other revenue ^(b)	104	23	—	—	(5)	122	
Total revenue	2,515	2,503	892	444	(6)	6,348	
Less: Revenues accounted for under topics other than ASC 606 and ASC 815	—	6	7	—	—	13	
Less: Realized and unrealized ASC 815 revenue	14	99	7	—	(1)	119	
Total revenue from contracts with customers	\$ 2,501	\$ 2,398	\$ 878	\$ 444	\$ (5)	\$ 6,216	

(a) Home includes Services

(b) The following table represents the realized revenues related to derivative instruments that are accounted for under ASC 815 and included in the amounts above:

(In millions)	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail revenue	\$ —	\$ 16	\$ —	\$ —	\$ —	\$ —	\$ 16
Energy revenue	—	13	(7)	—	(1)	—	5
Capacity revenue	—	17	—	—	—	—	17
Other revenue	14	1	(9)	—	—	—	6

(c) Revenue relates entirely to unrealized gains and losses on derivative instruments accounted for under ASC 815

Six months ended June 30, 2024

(In millions)	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail revenue:							
Home ^(a)	\$ 3,126	\$ 1,239	\$ 1,013	\$ 935	\$ (8)	\$ 6,305	
Business	1,744	4,550	974	—	—	—	7,268
Total retail revenue ^(b)	4,870	5,789	1,987	935	(8)	13,573	
Energy revenue ^(b)	23	127	118	—	(6)	262	
Capacity revenue ^(b)	—	80	8	—	(2)	86	
Mark-to-market for economic hedging activities ^(c)	—	14	8	—	2	24	
Contract amortization	—	(16)	(1)	—	—	(17)	
Other revenue ^(b)	103	53	9	—	(5)	160	
Total revenue	4,996	6,047	2,129	935	(19)	14,088	
Less: Revenues accounted for under topics other than ASC 606 and ASC 815	—	22	25	—	—	—	47
Less: Realized and unrealized ASC 815 revenue	10	132	42	—	(3)	181	
Total revenue from contracts with customers	\$ 4,986	\$ 5,893	\$ 2,062	\$ 935	\$ (16)	\$ 13,860	

(a) Home includes Services

(b) The following table represents the realized revenues related to derivative instruments that are accounted for under ASC 815 and included in the amounts above:

(In millions)	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail revenue	\$ —	\$ 19	\$ —	\$ —	\$ —	\$ —	19
Energy revenue	—	58	38	—	(5)	91	
Capacity revenue	—	41	—	—	—	—	41
Other revenue	10	—	(4)	—	—	—	6

(c) Revenue relates entirely to unrealized gains and losses on derivative instruments accounted for under ASC 815

Six months ended June 30, 2023

(In millions)	Vivint Smart						Total
	Texas	East	West/Services/Other	Home ^(a)	Corporate/Eliminations		
Retail revenue:							
Home ^(b)	\$ 2,799	\$ 1,097	\$ 1,031	\$ 592	—	\$ 5,519	
Business	1,554	5,277	1,040	—	—	—	7,871
Total retail revenue ^(c)	4,353	6,374	2,071	592	—	—	13,390
Energy revenue ^(c)	20	102	88	—	1	211	
Capacity revenue ^(c)	—	90	1	—	—	—	91
Mark-to-market for economic hedging activities ^(d)	—	87	90	—	(11)	166	
Contract amortization	—	(18)	(1)	—	—	—	(19)
Other revenue ^(c)	176	44	17	—	(6)	231	
Total revenue	4,549	6,679	2,266	592	(16)	—	14,070
Less: Revenues accounted for under topics other than ASC 606 and ASC 815	—	5	16	—	—	—	21
Less: Realized and unrealized ASC 815 revenue	12	212	104	—	(10)	—	318
Total revenue from contracts with customers	\$ 4,537	\$ 6,462	\$ 2,146	\$ 592	\$ (6)	\$ 13,731	

(a) Includes results of operations following the acquisition date of March 10, 2023

(b) Home includes Services

(c) The following table represents the realized revenues related to derivative instruments that are accounted for under ASC 815 and included in the amounts above:

(In millions)	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail revenue	\$ —	\$ 43	\$ —	\$ —	\$ —	\$ —	\$ 43
Energy revenue	—	60	10	—	—	1	71
Capacity revenue	—	23	—	—	—	—	23
Other revenue	12	(1)	4	—	—	—	15

(d) Revenue relates entirely to unrealized gains and losses on derivative instruments accounted for under ASC 815

Contract Balances

The following table reflects the contract assets and liabilities included in the Company's balance sheet as of June 30, 2024 and December 31, 2023:

(In millions)	June 30, 2024		December 31, 2023	
	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Capitalized contract costs (included in Prepayments and other current assets and Other non-current assets)	\$ 1,005	\$ 706		
Accounts receivable, net - Contracts with customers	3,346	3,395		
Accounts receivable, net - Accounted for under topics other than ASC 606	44	136		
Accounts receivable, net - Affiliate	12	11		
Total accounts receivable, net	\$ 3,402	\$ 3,542		
Unbilled revenues (included within Accounts receivable, net - Contracts with customers)	\$ 1,512	\$ 1,493		
Deferred revenues ^(a)	1,685	1,634		

(a) Deferred revenues from contracts with customers were approximately \$1.6 billion as of both June 30, 2024 and December 31, 2023

The revenue recognized from contracts with customers during the three months ended June 30, 2024 and 2023 relating to the deferred revenue balance at the beginning of each period was \$266 million and \$310 million, respectively, which decreased primarily due to the timing difference of when consideration was received and when the performance obligation was transferred. The revenue recognized from contracts with customers during the six months ended June 30, 2024 and 2023 relating to the deferred revenue balance at the beginning of each period was \$395 million and \$168 million, respectively, which increased primarily due to the acquisition of Vivint Smart Home.

Note 4 — Acquisitions and Dispositions

Acquisitions

Acquisition of Vivint Smart Home

On March 10, 2023, the Company completed the acquisition of Vivint Smart Home, Inc., pursuant to the Agreement and Plan of Merger, dated as of December 6, 2022, by and among the Company, Vivint Smart Home, Inc. and Jetson Merger Sub, Inc., a wholly-owned subsidiary of the Company ("Merger Sub") pursuant to which Merger Sub merged with and into Vivint Smart Home, Inc., with Vivint Smart Home, Inc. surviving the merger as a wholly-owned subsidiary of the Company. Dedicated to redefining the home experience with intelligent products and services, Vivint Smart Home brought approximately two million subscribers to NRG. Vivint Smart Home's single, expandable platform incorporates artificial intelligence and machine learning into its operating system and its vertically integrated business model includes hardware, software, sales, installation, customer service and technical support and professional monitoring, enabling superior subscriber experiences and a complete end-to-end smart home experience. The acquisition accelerated the realization of NRG's consumer-focused growth strategy and created a leading essential home services platform fueled by market-leading brands, unparalleled insights, proprietary technologies and complementary sales channels.

NRG paid \$12 per share, or approximately \$2.6 billion in cash. The Company funded the acquisition using:

- proceeds of \$724 million from newly issued \$740 million 7.000% Senior Secured First Lien Notes due 2033, net of issuance costs and discount;
- proceeds of \$635 million from newly issued \$650 million 10.25% Series A Fixed-Rate Reset Cumulative Redeemable Perpetual Preferred Stock, net of issuance costs;
- proceeds of approximately \$900 million drawn from its Revolving Credit Facility and Receivables Securitization Facilities; and
- cash on hand.

The acquisition has been recorded as a business combination under ASC 805, with identifiable assets and liabilities acquired recorded at their estimated Acquisition Closing Date fair value. The total consideration of \$2.623 billion includes:

	(In millions)
Vivint Smart Home, Inc. common shares outstanding as of March 10, 2023 of 216,901,639 at \$12.00 per share	\$ 2,603
Other Vivint Smart Home, Inc. equity instruments (Cash out RSUs and PSUs, Stock Appreciation Rights, Private Placement Warrants)	6
Total Cash Consideration	\$ 2,609
Fair value of acquired Vivint Smart Home, Inc. equity awards attributable to pre-combination service	14
Total Consideration	\$ 2,623

Acquisition costs of \$2 million and \$38 million for the three and six months ended June 30, 2023, respectively, are included in acquisition-related transaction and integration costs in the Company's consolidated statement of operations.

For additional information, refer to Note 4, *Acquisitions and Dispositions*, to the Company's 2023 Form 10-K.

Dispositions

Planned sale of Airtron

On August 3, 2024, the Company entered into a definitive agreement to sell its Airtron business unit for total proceeds of \$ 500 million, subject to standard purchase price adjustments. Airton is a leading provider of HVAC systems for residential new construction homes and was acquired as part of the Direct Energy acquisition in 2021. The transaction is subject to regulatory approval under the Hart Scott Rodino act and is expected to close by the end of 2024.

Sale of Astoria

On January 6, 2023, the Company closed on the sale of land and related generation assets from the Astoria site, within the East region of operations, for proceeds of \$212 million, subject to transaction fees of \$ 3 million and certain indemnifications, resulting in a \$ 199 million gain.

Note 5 — Fair Value of Financial Instruments

For cash and cash equivalents, funds deposited by counterparties, restricted cash, accounts and other receivables, accounts payable and cash collateral paid and received in support of energy risk management activities, the carrying amounts approximate fair values because of the short-term maturity of those instruments and are classified as Level 1 within the fair value hierarchy.

The estimated carrying value and fair value of the Company's long-term debt, including current portion, is as follows:

(in millions)	June 30, 2024		December 31, 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Convertible Senior Notes	\$ 232	\$ 445	\$ 575	\$ 739
Other long-term debt, including current portion	10,496	10,142	10,219	9,835
Total long-term debt, including current portion ^(a)	<u>\$ 10,728</u>	<u>\$ 10,587</u>	<u>\$ 10,794</u>	<u>\$ 10,574</u>

(a) Excludes deferred financing costs, which are recorded as a reduction to long-term debt in the Company's consolidated balance sheets

The fair value of the Company's publicly-traded long-term debt, the Term Loan and Vivint Senior Secured Term Loan are based on quoted market prices and are classified as Level 2 within the fair value hierarchy.

Recurring Fair Value Measurements

Debt securities, equity securities and derivative assets and liabilities are carried at fair market value.

The following tables present assets and liabilities measured and recorded at fair value on the Company's condensed consolidated balance sheets on a recurring basis and their level within the fair value hierarchy:

(in millions)	June 30, 2024			
	Fair Value			
	Total	Level 1	Level 2	Level 3
Investments in securities (classified within other current and non-current assets)	\$ 25	\$ —	\$ 25	\$ —
Derivative assets:				
Interest rate contracts	26	—	26	—
Foreign exchange contracts	9	—	9	—
Commodity contracts	6,110	764	5,051	295
Equity securities measured using net asset value practical expedient (classified within other non-current assets)		6		
Total assets	<u>\$ 6,176</u>	<u>\$ 764</u>	<u>\$ 5,111</u>	<u>\$ 295</u>
Derivative liabilities:				
Interest rate contracts	\$ 4	\$ —	\$ 4	\$ —
Commodity contracts	3,944	729	3,041	174
Consumer Financing Program	151	—	—	151
Total liabilities	<u>\$ 4,099</u>	<u>\$ 729</u>	<u>\$ 3,045</u>	<u>\$ 325</u>

December 31, 2023							
(In millions)	Fair Value						
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2
Investments in securities (classified within other current and non-current assets)		\$ 21	\$ —	\$ 21	\$ —	\$ —	\$ —
Derivative assets:							
Interest rate contracts	12	—	12	—	—	—	—
Foreign exchange contracts	5	—	5	—	—	—	—
Commodity contracts	6,138	1,334	4,470	334	—	—	—
Equity securities measured using net asset value practical expedient (classified within other non-current assets)		6					
Total assets	<u>\$ 6,182</u>	<u>\$ 1,334</u>	<u>\$ 4,508</u>	<u>\$ 334</u>	—	—	—
Derivative liabilities:							
Interest rate contracts	\$ 8	\$ —	\$ 8	\$ —	—	—	—
Foreign exchange contracts	9	—	9	—	—	—	—
Commodity contracts	5,356	1,413	3,728	215	—	—	—
Consumer Financing Program	134	—	—	—	—	134	—
Total liabilities	<u>\$ 5,507</u>	<u>\$ 1,413</u>	<u>\$ 3,745</u>	<u>\$ 349</u>	—	—	—

The following table reconciles, for the three and six months ended June 30, 2024 and 2023, the beginning and ending balances for financial instruments that are recognized at fair value in the condensed consolidated financial statements, using significant unobservable inputs, for commodity derivatives:

(In millions)	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)			
	Commodity Derivatives ^(a)			
	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Beginning balance	\$ 91	\$ 471	\$ 119	\$ 505
Total gains/(losses) realized/unrealized included in earnings	4	(86)	(37)	(177)
Purchases	31	99	31	140
Transfers into Level 3 ^(b)	2	414	17	438
Transfers out of Level 3 ^(b)	(7)	7	(9)	(1)
Ending balance	<u>\$ 121</u>	<u>\$ 905</u>	<u>\$ 121</u>	<u>\$ 905</u>
Gains/(losses) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets or liabilities still held as of period end	<u>\$ 8</u>	<u>\$ (76)</u>	<u>\$ (29)</u>	<u>\$ (131)</u>

(a) Consists of derivative assets and liabilities, net, excluding derivatives liabilities from the Consumer Financing Program, which are presented in a separate table below

(b) Transfers into/out of Level 3 within the fair value hierarchy are related to the availability of consensus pricing and external broker quotes and are valued as of the end of the reporting period. All transfers in/out of Level 3 are from/to Level 2

Realized and unrealized gains and losses included in earnings that are related to the commodity derivatives are recorded in revenues and cost of operations.

The following table reconciles, for the three and six months ended June 30, 2024 and 2023, the beginning and ending balances of the contractual obligations from the Consumer Financing Program that are recognized at fair value in the condensed consolidated financial statements, using significant unobservable inputs:

(In millions)	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)				
	Consumer Financing Program				
	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023	—
Beginning balance	\$ (124)	\$ (111)	\$ (134)	\$ —	
Contractual obligations added from the acquisition of Vivint Smart Home	—	—	—	(112)	
New contractual obligations	(43)	(20)	(58)	(22)	
Settlements	22	19	43	22	
Total losses included in earnings	(6)	(3)	(2)	(3)	
Ending balance	\$ (151)	\$ (115)	\$ (151)	\$ (115)	

Gains and losses that are related to the Consumer Financing Program derivative are recorded in other income, net.

Derivative Fair Value Measurements

The Company's contracts consist of non-exchange traded contracts valued using prices provided by external sources and exchange-traded contracts with readily available quoted market prices. Beginning in the fourth quarter of 2023 and as of June 30, 2024, the fair value of non-exchange traded contracts were primarily based on consensus pricing provided by independent pricing services. The pricing data was compiled from market makers with longer dated tenors as compared to broker quotes, enhancing reliability and increasing transparency. Prior to the fourth quarter of 2023, the Company valued derivatives based on price quotes from brokers in active markets who regularly facilitate those transactions. The remainder of the assets and liabilities represent contracts for which external sources or observable market quotes are not available. These contracts are valued based on various valuation techniques including, but not limited to, internal models based on a fundamental analysis of the market and extrapolation of the observable market data with similar characteristics. As of June 30, 2024, contracts valued with prices provided by models and other valuation techniques made up 5% of derivative assets and 8% of derivative liabilities.

NRG's significant positions classified as Level 3 include physical and financial natural gas, power, capacity contracts and RECs executed in illiquid markets, FTRs and the Consumer Financing Program. The significant unobservable inputs used in developing fair value include illiquid natural gas and power location pricing, which is derived as a basis to liquid locations. The basis spread is based on observable market data when available or derived from historic prices and forward market prices from similar observable markets when not available. Forward capacity prices are based on market information, forecasted future electricity demand and supply, past auctions and internally developed pricing models. REC prices are based on market information and internally developed pricing models. For FTRs, NRG uses the most recent auction prices to derive the fair value. The Consumer Financing Program derivatives are valued using a discounted cash flow model, with inputs consisting of available market data, such as market yield discount rates, as well as unobservable internally derived assumptions, such as collateral prepayment rates, collateral default rates and credit loss rates.

The following tables quantify the significant, unobservable inputs used in developing the fair value of the Company's Level 3 positions as of June 30, 2024 and December 31, 2023:

(In millions, except as noted)	June 30, 2024						
	Fair Value			Significant Unobservable Input	Input/Range		
	Assets	Liabilities	Valuation Technique		Low	High	
Natural Gas Contracts	\$ 39	\$ 14	Discounted Cash Flow	Forward Market Price (\$ per MMBtu)	\$ 0	\$ 14	\$ 4
Power Contracts	168	102	Discounted Cash Flow	Forward Market Price (\$ per MWh)	0	188	45
Capacity Contracts	15	12	Discounted Cash Flow	Forward Market Price (\$ per MW/Day)	21	641	215
RECs	56	15	Discounted Cash Flow	Forward Market Price (\$ per Certificate)	2	248	16
FTRs	17	31	Discounted Cash Flow	Auction Prices (\$ per MWh)	(34)	17,974	0
Consumer Financing Program	—	151	Discounted Cash Flow	Collateral Default Rates	1.04 %	66.20 %	9.72 %
			Discounted Cash Flow	Collateral Prepayment Rates	2.00 %	3.00 %	2.92 %
			Discounted Cash Flow	Credit Loss Rates	4.75 %	60.00 %	13.32 %
	<u>\$ 295</u>	<u>\$ 325</u>					
December 31, 2023							
(In millions, except as noted)	Fair Value			Significant Unobservable Input	Input/Range		
	Assets	Liabilities	Valuation Technique		Low	High	
	\$ 39	\$ 65	Discounted Cash Flow	Forward Market Price (\$ per MMBtu)	\$ 1	\$ 15	\$ 3
Power Contracts	197	66	Discounted Cash Flow	Forward Market Price (\$ per MWh)	1	210	47
Capacity Contracts	21	33	Discounted Cash Flow	Forward Market Price (\$ per MW/Day)	49	658	285
RECs	58	14	Discounted Cash Flow	Forward Market Price (\$ per Certificate)	2	320	15
FTRs	19	37	Discounted Cash Flow	Auction Prices (\$ per MWh)	(58)	252	0
Consumer Financing Program	—	134	Discounted Cash Flow	Collateral Default Rates	0.43 %	93.30 %	8.12 %
			Discounted Cash Flow	Collateral Prepayment Rates	2.00 %	3.00 %	2.95 %
			Discounted Cash Flow	Credit Loss Rates	6.00 %	60.00 %	12.57 %
	<u>\$ 334</u>	<u>\$ 349</u>					

The following table provides sensitivity of fair value measurements to increases/(decreases) in significant, unobservable inputs as of June 30, 2024 and December 31, 2023:

Significant Unobservable Input	Position	Change In Input	Impact on Fair Value Measurement
Forward Market Price Natural Gas/Power/Capacity/RECs	Buy	Increase/(Decrease)	Higher/(Lower)
Forward Market Price Natural Gas/Power/Capacity/RECs	Sell	Increase/(Decrease)	Lower/(Higher)
FTR Prices	Buy	Increase/(Decrease)	Higher/(Lower)
FTR Prices	Sell	Increase/(Decrease)	Lower/(Higher)
Collateral Default Rates	n/a	Increase/(Decrease)	Higher/(Lower)
Collateral Prepayment Rates	n/a	Increase/(Decrease)	Lower/(Higher)
Credit Loss Rates	n/a	Increase/(Decrease)	Higher/(Lower)

The fair value of each contract is discounted using a risk-free interest rate. In addition, the Company applies a credit reserve to reflect credit risk, which is calculated based on published default probabilities. As of June 30, 2024, the credit reserve resulted in a \$7 million decrease primarily within cost of operations. As of December 31, 2023, the credit reserve resulted in a \$18 million decrease primarily within cost of operations.

Concentration of Credit Risk

In addition to the credit risk discussion as disclosed in Note 2, *Summary of Significant Accounting Policies*, to the Company's 2023 Form 10-K, the following is a discussion of the concentration of credit risk for the Company's contractual obligations. Credit risk relates to the risk of loss resulting from non-performance or non-payment by counterparties pursuant to the terms of their contractual obligations. NRG is exposed to counterparty credit risk through various activities including wholesale sales, fuel purchases and retail supply arrangements, as well as retail customer credit risk through its retail load activities.

Counterparty Credit Risk

The Company's counterparty credit risk policies are disclosed in its 2023 Form 10-K. As of June 30, 2024, counterparty credit exposure, excluding credit exposure from RTOs, ISOs, registered commodity exchanges and certain long-term agreements, was \$2.6 billion and NRG held collateral (cash and letters of credit) against those positions of \$1.3 billion, resulting in a net exposure of \$1.4 billion. NRG periodically receives collateral from counterparties in excess of their exposure. Collateral amounts shown include such excess while net exposure shown excludes excess collateral received. Approximately 61% of the Company's exposure before collateral is expected to roll off by the end of 2025. Counterparty credit exposure is valued through observable market quotes and discounted at a risk free interest rate. The following tables highlight net counterparty credit exposure by industry sector and by counterparty credit quality. Net counterparty credit exposure is defined as the aggregate net asset position for NRG with counterparties where netting is permitted under the enabling agreement and includes all cash flow, mark-to-market and NPNS, and non-derivative transactions. The exposure is shown net of collateral held and includes amounts net of receivables or payables.

Category by Industry Sector	Net Exposure ^{(a)(b)}	
	(% of Total)	
Utilities, energy merchants, marketers and other		79 %
Financial institutions		21
Total as of June 30, 2024		100 %

Category by Counterparty Credit Quality	Net Exposure ^{(a)(b)}	
	(% of Total)	
Investment grade		54 %
Non-investment grade/Non-Rated		46
Total as of June 30, 2024		100 %

(a) Counterparty credit exposure excludes coal transportation contracts because of the unavailability of market prices
 (b) The figures in the tables above exclude potential counterparty credit exposure related to RTOs, ISOs, registered commodity exchanges and certain long-term contracts

The Company currently has exposure to two wholesale counterparties in excess of 10% of total net exposure as of June 30, 2024. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration.

RTOs and ISOs

The Company participates in the organized markets of CAISO, ERCOT, AESO, IESO, ISO-NE, MISO, NYISO and PJM, known as RTOs or ISOs. Trading in the majority of these markets is approved by FERC, whereas in the case of ERCOT, it is approved by the PUCT, and whereas in the case of AESO and IESO, both exist provincially with AESO primarily subject to Alberta Utilities Commission and the IESO to the Ontario Energy Board. These ISOs may include credit policies that, under certain circumstances, require that losses arising from the default of one member on spot market transactions be shared by the remaining participants. As a result, the counterparty credit risk to these markets is limited to NRG's share of the overall market and are excluded from the above exposures.

Exchange Traded Transactions

The Company enters into commodity transactions on registered exchanges, notably ICE, NYMEX and Nodal. These clearinghouses act as the counterparty and transactions are subject to extensive collateral and margining requirements. As a result, these commodity transactions have limited counterparty credit risk.

Long-Term Contracts

Counterparty credit exposure described above excludes credit risk exposure under certain long-term contracts, primarily solar under Renewable PPAs. As external sources or observable market quotes are not always available to estimate such exposure, the Company values these contracts based on various techniques including, but not limited to, internal models based on a fundamental analysis of the market and extrapolation of observable market data with similar characteristics. Based on these valuation techniques, as of June 30, 2024, aggregate credit risk exposure managed by NRG to these counterparties was approximately \$962 million for the next five years.

Retail Customer Credit Risk

The Company is exposed to retail credit risk through the Company's retail electricity and gas providers as well as through Vivint Smart Home, which serve both Home and Business customers. Retail credit risk results in losses when a customer fails to pay for services rendered. The losses may result from both non-payment of customer accounts receivable and the loss of in-the-money forward value. The Company manages retail credit risk by using established credit policies, which include monitoring of the portfolio and the use of credit mitigation measures such as deposits or prepayment arrangements.

As of June 30, 2024, the Company's retail customer credit exposure to Home and Business customers was diversified across many customers and various industries, as well as government entities. Current economic conditions may affect the Company's customers' ability to pay their bills in a timely manner or at all, which could increase customer delinquencies and may lead to an increase in credit losses.

Note 6 — Accounting for Derivative Instruments and Hedging Activities

Energy-Related Commodities

As of June 30, 2024, NRG had energy-related derivative instruments extending through 2036. The Company marks these derivatives to market through the consolidated statement of operations. NRG has executed energy-related contracts extending through 2036 that qualified for the NPNS exception and were therefore exempt from fair value accounting treatment.

Interest Rate Swaps

NRG is exposed to changes in interest rate through the Company's issuance of variable rate debt. To manage the Company's interest rate risk, NRG enters into interest rate swap agreements. In the first quarter of 2024, the Company entered into interest rate swaps with a total nominal value of \$700 million extending through 2029 to hedge the floating rate of the Term Loans (as defined in Note 7, *Long-term Debt and Finance Leases*). Additionally, as of June 30, 2024, the Company had \$1.0 billion of interest rate swaps extending through 2027 to hedge the floating rate on the Vivint Term Loans (as defined in Note 7, *Long-term Debt and Finance Leases*).

Foreign Exchange Contracts

NRG is exposed to changes in foreign currency primarily associated with the purchase of U.S. dollar denominated natural gas for its Canadian business. To manage the Company's foreign exchange risk, NRG entered into foreign exchange contracts. As of June 30, 2024, NRG had foreign exchange contracts extending through 2027. The Company marks these derivatives to market through the consolidated statement of operations.

Consumer Financing Program

Under the Consumer Financing Program, Vivint Smart Home pays a monthly fee to Financing Providers based on either the average daily outstanding balance of the loans or the number of outstanding loans. For certain loans, Vivint Smart Home incurs fees at the time of the loan origination and receives proceeds that are net of these fees. Vivint Smart Home also shares the liability for credit losses, depending on the credit quality of the subscriber. Due to the nature of certain provisions under the Consumer Financing Program, the Company records a derivative liability that is not designated as a hedging instrument and is adjusted to fair value, measured using the present value of the estimated future payments. Changes to the fair value are recorded through other income, net in the consolidated statement of operations. The following represent the contractual future payment obligations with the Financing Providers under the Consumer Financing Program that are components of the derivative:

- Vivint Smart Home pays either a monthly fee based on the average daily outstanding balance of the loans, or the number of outstanding loans, depending on the Financing Provider;
- Vivint Smart Home shares the liability for credit losses depending on the credit quality of the subscriber; and
- Vivint Smart Home pays transactional fees associated with subscriber payment processing.

The derivative is classified as a Level 3 instrument. The derivative positions are valued using a discounted cash flow model, with inputs consisting of available market data, such as market yield discount rates, as well as unobservable internally derived assumptions, such as collateral prepayment rates, collateral default rates and credit loss rates. In summary, the fair value represents an estimate of the present value of the cash flows Vivint Smart Home will be obligated to pay to the Financing Providers for each component of the derivative.

Volumetric Underlying Derivative Transactions

The following table summarizes the net notional volume buy/(sell) of NRG's open derivative transactions broken out by category, excluding those derivatives that qualified for the NPNS exception, as of June 30, 2024 and December 31, 2023. Option contracts are reflected using delta volume. Delta volume equals the notional volume of an option adjusted for the probability that the option will be in-the-money at its expiration date.

Category	Units	Total Volume (In millions)	
		June 30, 2024	December 31, 2023
RECs	Certificates	14	12
Coal	Short Ton	13	9
Natural Gas	MMBtu	747	838
Power	MWh	208	201
Interest	Dollars	1,700	1,000
Foreign Exchange	Dollars	429	548
Consumer Financing Program	Dollars	1,185	1,116

Fair Value of Derivative Instruments

The following table summarizes the fair value within the derivative instrument valuation on the balance sheets:

(In millions)	Fair Value			
	Derivative Assets		Derivative Liabilities	
	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Derivatives Not Designated as Cash Flow or Fair Value Hedges:				
Interest rate contracts - current	\$ 20	\$ 12	\$ —	\$ —
Interest rate contracts - long-term	6	—	4	8
Foreign exchange contracts - current	6	3	—	4
Foreign exchange contracts - long-term	3	2	—	5
Commodity contracts - current	3,494	3,847	2,570	3,922
Commodity contracts - long-term	2,616	2,291	1,374	1,434
Consumer Financing Program - short-term	—	—	94	93
Consumer Financing Program - long-term	—	—	57	41
Total Derivatives Not Designated as Cash Flow or Fair Value Hedges	\$ 6,145	\$ 6,155	\$ 4,099	\$ 5,507

The Company has elected to present derivative assets and liabilities on the consolidated balance sheet on a trade-by-trade basis and does not offset amounts at the counterparty master agreement level. In addition, collateral received or paid on the Company's derivative assets or liabilities are recorded on a separate line item on the consolidated balance sheet. The following table summarizes the offsetting of derivatives by counterparty master agreement level and collateral received or paid:

Gross Amounts Not Offset in the Statement of Financial Position								
(In millions)	Gross Amounts of Recognized Assets / Liabilities		Derivative Instruments	Cash Collateral (Held) /Posted		Net Amount		
	Derivative assets	Derivative liabilities		Derivative Instruments	Net Amount			
As of June 30, 2024								
Interest rate contracts:								
Derivative assets	\$ 26	\$ (4)	\$ —	\$ —	\$ 22			
Derivative liabilities		(4)	4	—	—	—		
Total interest rate contracts	\$ 22	\$ —	\$ —	\$ —	\$ 22			
Foreign exchange contracts:								
Derivative assets	\$ 9	\$ —	\$ —	\$ —	\$ 9			
Commodity contracts:								
Derivative assets	\$ 6,110	\$ (3,726)	\$ (693)	\$ 1,691				
Derivative liabilities		(3,944)	3,726	47	(171)			
Total commodity contracts	\$ 2,166	\$ —	\$ (646)	\$ 1,520				
Consumer Financing Program:								
Derivative liabilities	\$ (151)	\$ —	\$ —	\$ —	\$ (151)			
Total derivative instruments	\$ 2,046	\$ —	\$ (646)	\$ 1,400				

Gross Amounts Not Offset in the Statement of Financial Position								
(In millions)	Gross Amounts of Recognized Assets / Liabilities		Derivative Instruments	Cash Collateral (Held) /Posted		Net Amount		
	Derivative assets	Derivative liabilities		Derivative Instruments	Net Amount			
As of December 31, 2023								
Interest rate contracts:								
Derivative assets	\$ 12	\$ (8)	\$ (8)	\$ —	\$ 4			
Derivative liabilities		(8)	8	—	—	—		
Total interest rate contracts	\$ 4	\$ —	\$ —	\$ —	\$ 4			
Foreign exchange contracts:								
Derivative assets	\$ 5	\$ (5)	\$ —	\$ —	\$ —			
Derivative liabilities		(9)	5	—	(4)			
Total foreign exchange contracts	\$ (4)	\$ —	\$ —	\$ —	\$ (4)			
Commodity contracts:								
Derivative assets	\$ 6,138	\$ (4,926)	\$ (74)	\$ 1,138				
Derivative liabilities		(5,356)	4,926	145	(285)			
Total commodity contracts	\$ 782	\$ —	\$ 71	\$ 853				
Consumer Financing Program:								
Derivative liabilities	\$ (134)	\$ —	\$ —	\$ —	\$ (134)			
Total derivative instruments	\$ 648	\$ —	\$ 71	\$ 719				

Impact of Derivative Instruments on the Statements of Operations

Unrealized gains and losses associated with changes in the fair value of derivative instruments not accounted for as cash flow and fair value hedges are reflected in current period results of operations.

The following table summarizes the pre-tax effects of economic hedges that have not been designated as cash flow hedges or fair value hedges and trading activity on the Company's consolidated statement of operations. The effect of foreign exchange

and commodity hedges are included within revenues and cost of operations. The effect of the interest rate contracts are included within interest expense. The effect of the Consumer Financing Program is included in other income, net.

(In millions)	Three months ended June 30,				Six months ended June 30,			
	2024		2023		2024		2023	
Unrealized mark-to-market results								
Reversal of previously recognized unrealized losses/(gains) on settled positions related to economic hedges	\$ 209	\$ (151)	\$ 453	\$ (997)				
Reversal of acquired loss positions related to economic hedges	17	35	5	10				
Net unrealized gains/(losses) on open positions related to economic hedges	649	180	889	(893)				
Total unrealized mark-to-market gains/(losses) for economic hedging activities	875	64	1,347	(1,880)				
Reversal of previously recognized unrealized losses on settled positions related to trading activity	4	10	—	11				
Net unrealized gains on open positions related to trading activity	5	3	5	14				
Total unrealized mark-to-market gains for trading activity	9	13	5	25				
Total unrealized gains/(losses) - commodities and foreign exchange	\$ 884	\$ 77	\$ 1,352	\$ (1,855)				
	Three months ended June 30,				Six months ended June 30,			
	2024		2023		2024		2023	
(In millions)								
Total impact to statement of operations - interest rate contracts	\$ 6	\$ 29	\$ 18	\$ 24				
Unrealized gains included in revenues - commodities	\$ 93	\$ 88	\$ 29	\$ 191				
Unrealized gains/(losses) included in cost of operations - commodities	789	5	1,312	(2,032)				
Unrealized gains/(losses) included in cost of operations - foreign exchange	2	(16)	11	(14)				
Total impact to statement of operations - commodities and foreign exchange	\$ 884	\$ 77	\$ 1,352	\$ (1,855)				
Total impact to statement of operations - Consumer Financing Program	\$ (6)	\$ (3)	\$ (2)	\$ (3)				

The reversals of acquired loss positions were valued based upon the forward prices on the acquisition date. The roll-off amounts were offset by realized gains or losses at the settled prices and are reflected in revenue or cost of operations during the same period.

For the six months ended June 30, 2024, the \$ 889 million unrealized gain from open economic hedge positions was primarily the result of an increase in the value of forward positions as a result of increases in ERCOT power prices.

For the six months ended June 30, 2023, the \$ 893 million unrealized loss from open economic hedge positions was primarily the result of a decrease in the value of forward positions as a result of decreases in natural gas and power prices in the East and West.

Credit Risk Related Contingent Features

Certain of the Company's trading agreements contain provisions that entitle the counterparty to demand that the Company post additional collateral if the counterparty determines that there has been deterioration in the Company's credit quality, generally termed "adequate assurance" under the agreements, or require the Company to post additional collateral if there were a downgrade in the Company's credit rating. The collateral potentially required for all contracts with adequate assurance clauses that are in a net liability position as of June 30, 2024 was \$488 million. The Company is also party to certain marginable agreements under which it has net liability position, but the counterparty has not called for the collateral due, which was approximately \$50 million as of June 30, 2024. In the event of a downgrade in the Company's credit rating and if called for by the counterparty, \$ 7 million of additional collateral would be required for all contracts with credit rating contingent features as of June 30, 2024.

See Note 5, *Fair Value of Financial Instruments*, for discussion regarding concentration of credit risk.

Note 7 — Long-term Debt and Finance Leases

Long-term debt and finance leases consisted of the following:

(In millions, except rates)	June 30, 2024	December 31, 2023	Interest rate %
Recourse debt:			
Senior Notes, due 2027	\$ 375	\$ 375	6.625
Senior Notes, due 2028	821	821	5.750
Senior Notes, due 2029	733	733	5.250
Senior Notes, due 2029	500	500	3.375
Senior Notes, due 2031	1,030	1,030	3.625
Senior Notes, due 2032	480	480	3.875
Convertible Senior Notes, due 2048 ^(a)	232	575	2.750
Senior Secured First Lien Notes, due 2024	—	600	3.750
Senior Secured First Lien Notes, due 2025	500	500	2.000
Senior Secured First Lien Notes, due 2027	900	900	2.450
Senior Secured First Lien Notes, due 2029	500	500	4.450
Senior Secured First Lien Notes, due 2033	740	740	7.000
Term Loan, due 2031	873	—	SOFR + 2.000
Tax-exempt bonds	466	466	1.250 - 4.750
Subtotal recourse debt	8,150	8,220	
Non-recourse debt:			
Vivint Senior Notes, due 2029	800	800	5.750
Vivint Senior Secured Notes, due 2027	600	600	6.750
Vivint Senior Secured Term Loan, due 2028	1,313	1,320	SOFR + 2.750
Subtotal all Vivint non-recourse debt	2,713	2,720	
Subtotal long-term debt (including current maturities)	10,863	10,940	
Finance leases			
Subtotal long-term debt and finance leases (including current maturities)	10,884	10,959	
Less current maturities	(262)	(620)	
Less debt issuance costs	(62)	(60)	
Discounts	(135)	(146)	
Total long-term debt and finance leases	\$ 10,425	\$ 10,133	

(a) As of the ex-dividend date of August 1, 2024, the Convertible Senior Notes were convertible at a price of \$41.11, which is equivalent to a conversion rate of approximately 24.322 shares of common stock per \$1,000 principal amount

Recourse Debt

Senior Credit Facility

Term Loan B Incurrence

On April 16, 2024, the Company, as borrower, and certain of its subsidiaries, as guarantors, entered into the Eighth Amendment to the Second Amended and Restated Credit Agreement (the "Eighth Amendment") with, among others, Citicorp North America, Inc., as administrative agent (the "Agent") and as collateral agent, and certain financial institutions, as lenders, which amended the Company's Second Amended and Restated Credit Agreement, dated as of June 30, 2016 (as amended, restated, supplemented and/or otherwise modified from time to time prior to the effectiveness of the Eighth Amendment, the "Credit Agreement"), in order to (i) establish a new term loan B facility with borrowings of \$875 million in aggregate principal amount (the "Term Loan Facility" and the loans thereunder, the "Term Loans") and (ii) make certain other modifications to the Credit Agreement as set forth therein. The proceeds from the Term Loans were used to repay a portion of the Company's Convertible Senior Notes, all of the Company's 3.750% senior secured first lien notes due 2024 and for general corporate purposes.

At the Company's election, the Term Loans bear interest at a rate per annum equal to either (1) a fluctuating rate equal to the highest of (A) the rate published by the Federal Reserve Bank of New York in effect on such day, plus 0.50%, (B) the rate

of interest per annum publicly announced from time to time by The Wall Street Journal as the "Prime Rate" in the United States, and (C) a rate of one-month Term SOFR (as defined in the Credit Agreement (as amended by the Eighth Amendment and the Ninth Amendment (as defined below))) (after giving effect to any floor applicable to Term SOFR), in each case, plus a margin of 1.00% or (2) Term SOFR (as defined in the Credit Agreement (as amended by the Eighth Amendment and the Ninth Amendment)) (which Term SOFR shall not be less than 0.00%) for a one-, three- or six-month interest period (or such other period as agreed to by the Agent and the lenders, as selected by the Company), plus a margin of 2.00%.

The Term Loan Facility is guaranteed by each of the Company's subsidiaries that guarantee the Revolving Credit Facility and is secured on a first lien basis by substantially all of the Company's and such subsidiaries' assets, in each case, subject to certain customary exceptions and limitations set forth in the Credit Agreement (as amended by the Eighth Amendment and the Ninth Amendment).

The Term Loans have a final maturity date of April 16, 2031 and amortize at a rate of 1% per annum payable in equal quarterly installments. If an event of default occurs under the Term Loan Facility, the entire principal amount outstanding thereunder, together with all accrued unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable, subject, in certain instances, to the expiration of applicable cure periods. The Term Loan Facility also provides for customary asset sale mandatory prepayments, reporting covenants and negative covenants governing dividends, investments, indebtedness, and other matters that are customary for similar term loan B facilities.

Revolving Credit Facility

On April 22, 2024, the Company, as borrower, and certain of its subsidiaries, as guarantors, entered into the Ninth Amendment to the Second Amended and Restated Credit Agreement (the "Ninth Amendment") to extend the maturity date of a portion of the revolving commitments thereunder to February 14, 2028.

2048 Convertible Senior Notes

As of July 1, 2024, the Company's Convertible Senior Notes are convertible during the quarterly period ending September 30, 2024 due to the satisfaction of the Common Stock Sale Price Condition (as defined below). As of June 30, 2024, the Convertible Senior Notes are convertible into cash or a combination of cash and the Company's common stock at a price of \$41.32 per common share, which is the equivalent to a conversion rate of approximately 24.1998 shares of common stock per \$1,000 principal amount of Convertible Senior Notes. The net carrying amounts of the Convertible Senior Notes as of June 30, 2024 and December 31, 2023 were \$231 million and \$572 million, respectively. The Convertible Senior Notes mature on June 1, 2048, unless earlier repurchased, redeemed or converted in accordance with their terms. The Convertible Senior notes are convertible at the option of the holders under certain circumstances. Prior to the close of business on the business day immediately preceding December 1, 2024, the Convertible Senior Notes will be convertible only upon the occurrence of certain events and during certain periods, including, among others, during any calendar quarter (and only during such calendar quarter) if the last reported sales price per share of the Company's common stock exceeds 130% of the conversion price for each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter (the "Common Stock Sale Price Condition"). Thereafter during specified periods as follows:

- from December 1, 2024 until the close of business on the second scheduled trading day immediately before June 1, 2025; and
- from December 1, 2047 until the close of business on the second scheduled trading day immediately before the maturity date.

All conversions with a conversion date that occurs within the specific periods above will be settled after such period pursuant to the terms of the Convertible Senior Notes indenture.

The following table details the interest expense recorded in connection with the Convertible Senior Notes:

(In millions, except percentages)	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Contractual interest expense	\$ 2	\$ 4	\$ 6	\$ 8
Amortization of deferred finance costs	1	—	1	1
Total	\$ 3	\$ 4	\$ 7	\$ 9
 Effective Interest Rate	0.76 %	0.75 %	1.54 %	1.52 %

Repurchases

During the six months ended June 30, 2024, the Company completed repurchases of a portion of the Convertible Senior Notes using cash on hand and a portion of the proceeds from the Term Loans, as detailed in the table below. For the six months ended June 30, 2024, a \$260 million loss on debt extinguishment was recorded.

(In millions, except percentages)

Settlement Period	Principal Repurchased	Cash Paid ^(a)	Average Repurchase Percentage
March 2024	\$ 92	\$ 151	162.356%
April 2024	251	452	179.454%
Total Repurchases	\$ 343	\$ 603	

(a) Includes accrued interest of \$1 million and \$2 million for the March and April repurchases, respectively

Capped Call Options

During the second quarter of 2024, the Company entered into privately negotiated capped call transactions with certain counterparties (the "Capped Calls") to effectively lock in a conversion premium of \$257 million on the remaining \$232 million of the Convertible Senior Notes. The option price of \$257 million was incurred when the Company entered into the Capped Calls, which will be payable upon the earlier of settlement and expiration of the applicable Capped Calls. For further discussion see Note 9, *Changes in Capital Structure*.

Receivables Securitization Facilities

On June 21, 2024, NRG Receivables LLC ("NRG Receivables"), an indirect wholly-owned subsidiary of the Company, amended its existing Receivables Facility to, among other things, (i) extend the scheduled termination date to June 20, 2025, (ii) increase the aggregate commitments from \$1.4 billion to \$2.3 billion (adjusted seasonally) and (iii) add a new originator. As of June 30, 2024, there were no outstanding borrowings and there were \$1.1 billion in letters of credit issued.

Also on June 21, 2024, Direct Energy Services, LLC (in its capacity as additional originator, the "Additional Originator") entered into a Joinder Agreement (the "Joinder Agreement") to join as Additional Originator to the Receivables Sale Agreement, dated as of September 22, 2020, among Direct Energy, LP, Direct Energy Business, LLC, Green Mountain Energy Company, NRG Business Marketing, LLC, Reliant Energy Northeast LLC, Reliant Energy Retail Services, LLC, Stream SPE, Ltd., US Retailers LLC and XOOM Energy Texas, LLC, as originators, NRG Retail, as the servicer, and NRG Receivables (the "Receivables Sale Agreement"). Pursuant to the Joinder Agreement, the Additional Originator agrees to be bound by the terms of the Receivables Sale Agreement, will sell to NRG Receivables substantially all of its receivables for the sale of electricity, natural gas and/or related services and certain related rights (collectively, the "Receivables") and in connection therewith have transferred to NRG Receivables the deposit accounts into which the proceeds of such Receivables are paid.

Concurrently with the amendments to the Receivables Facility, the Company and the originators thereunder terminated the existing uncommitted Repurchase Facility.

Senior Secured First Lien Note Repayment

During the six months ended June 30, 2024, the Company repaid \$ 600 million in aggregate principal amount of its 3.750% Senior Secured First Lien Notes due 2024.

Non-recourse Debt

Vivint Term Loan Repricing

On April 10, 2024, the Company's wholly-owned indirect subsidiary, APX Group, Inc. ("Vivint"), entered into Amendment No. 2 (the "Second Amendment") to the Second Amended and Restated Credit Agreement dated as of June 9, 2021 (the "Vivint Credit Agreement") with, among others, Bank of America, N.A. as administrative agent (the "Vivint Agent"), and certain financial institutions, as lenders, which amended the Vivint Agreement in order to (i) reprice its term loan B facility (the term loans thereunder, the "Vivint Term Loans") and (ii) make certain other changes to the Vivint Credit Agreement.

From and after the closing of the Second Amendment, at Vivint's election, the Vivint Term Loans will bear interest at a rate per annum equal to either (1) a fluctuating rate equal to the highest of (A) the rate published by the Federal Reserve Bank of New York in effect on such day, plus 0.50%, (B) the rate of interest per annum publicly announced from time to time by The Wall Street Journal as the "Prime Rate" in the United States, and (C) a rate of one-month Term SOFR (as defined in the Vivint Credit Agreement), (after giving effect to any floor applicable to Term SOFR) plus 1.00% in each case, plus a margin of 1.75%, or (2) Term SOFR (as defined in the Vivint Credit Agreement) (which Term SOFR shall not be less than 0.50%) for a one-, three- or six-month interest period or such other period as agreed to by the Vivint Agent and the lenders, as selected by Vivint, plus a margin of 2.75%.

Note 8 — Investments Accounted for Using the Equity Method and Variable Interest Entities, or VIEs

Entities that are not Consolidated

NRG accounts for the Company's significant investments using the equity method of accounting. NRG's carrying value of equity investments can be impacted by a number of elements including impairments and movements in foreign currency exchange rates.

Variable Interest Entities that are Consolidated

The Company has a controlling financial interest that has been identified as a VIE under ASC 810 in NRG Receivables LLC, which has entered into financing transactions related to the Receivables Facility as further described in Note 13, *Long-term Debt and Finance Leases*, to the Company's 2023 Form 10-K.

The summarized financial information for the Company's consolidated VIE consisted of the following:

(In millions)	June 30, 2024	December 31, 2023
Accounts receivable and Other current assets	\$ 2,527	\$ 1,541
Current liabilities	153	153
Net assets	\$ 2,374	\$ 1,388

Note 9 — Changes in Capital Structure

As of June 30, 2024 and December 31, 2023, the Company had 10,000,000 shares of preferred stock authorized and 500,000,000 shares of common stock authorized. The following table reflects the changes in NRG's preferred and common stock issued and outstanding:

	Preferred	Common		
	Issued and Outstanding	Issued	Treasury	Outstanding
Balance as of December 31, 2023	650,000	267,330,470	(59,199,520)	208,130,950
Shares issued under LTIPs	—	1,499,546	—	1,499,546
Shares issued under ESPP	—	—	145,562	145,562
Shares repurchased	—	—	(2,277,630)	(2,277,630)
Retirement of treasury stock	—	(2,277,630)	2,277,630	—
Balance as of June 30, 2024	650,000	266,552,386	(59,053,958)	207,498,428
Shares issued under LTIPs	—	9,703	—	9,703
Shares repurchased	—	—	(1,127,232)	(1,127,232)
Partial settlement of Capped Call Options	—	—	(1,067)	(1,067)
Retirement of treasury stock	—	(955,232)	955,232	—
Balance as of July 31, 2024	650,000	265,606,857	(59,227,025)	206,379,832

Common Stock

Share Repurchases

On June 22, 2023, NRG revised its long-term capital allocation policy to target allocating approximately 80% of cash available for allocation, after debt reduction, to be returned to shareholders. As part of the revised capital allocation framework, the Company announced an increase to its share repurchase authorization to \$2.7 billion, to be executed through 2025. As of July 31, 2024, \$1.4 billion is remaining under the \$2.7 billion authorization. The following table summarizes the share repurchases made under the \$2.7 billion authorization through July 31, 2024:

	Total number of shares purchased	Average price paid per share	Amounts paid for shares purchased (in millions)
2023 Repurchases:			
Open market repurchases	5,054,798	\$ 39.56	200
Repurchases made under the accelerated share repurchase agreements	17,676,142	(b)	950
Total Share Repurchases during 2023	22,730,940		1,150 (a)
2024 Repurchases:			
Repurchases made under the accelerated share repurchase agreements	1,163,230	(b)	—
Open market repurchases	1,114,400	\$ 80.76	90
Total Share Repurchases during the six months ended June 30, 2024	2,277,630	\$	90 (c)
Open market repurchases July 1, 2024 through July 31, 2024	1,127,232	\$ 76.27	86
Total Share Repurchases under the \$2.7 billion authorization	26,135,802	\$ 50.73	1,326

(a) Excludes \$10 million accrued for excise tax owed as of December 31, 2023

(b) Under the November 6, 2023 ASR, the Company received a total of 18,839,372 shares for an average price per share of \$50.43, excluding the impact of the excise tax incurred.

See discussion below for further information of the ASR agreements

(c) Excludes \$1 million accrued for excise tax owed as of June 30, 2024

On November 6, 2023, the Company executed Accelerated Share Repurchase agreements to repurchase a total of \$ 950 million of NRG's outstanding common stock based on volume-weighted average prices. The Company received 17,676,142 shares in the fourth quarter of 2023, which were recorded in treasury stock at fair value based on the closing prices of \$833 million, with the remaining \$117 million recorded in additional paid-in-capital, representing the value of the forward contracts to purchase additional shares. During the first quarter of 2024, the Company received an additional 1,163,230 shares pursuant to the ASR agreements. Upon receipt of the final shares, the Company transferred the \$ 117 million from additional paid-in-capital to treasury stock.

Employee Stock Purchase Plan

The Company offers participation in the ESPP which allows eligible employees to elect to withhold between 1% and 10% of their eligible compensation to purchase shares of NRG common stock at the lesser of 90% of its market value on the offering date or 90% of the fair market value on the exercise date. An offering date occurs each April 1 and October 1. An exercise date occurs each September 30 and March 31.

NRG Common Stock Dividends

During the first quarter of 2024, NRG increased the annual dividend to \$ 1.63 from \$1.51 per share and expects to target an annual dividend growth rate of 7%-9% per share in subsequent years. A quarterly dividend of \$ 0.4075 per share was paid on the Company's common stock during the three months ended June 30, 2024. On July 19, 2024, NRG declared a quarterly dividend on the Company's common stock of \$0.4075 per share, payable on August 15, 2024 to stockholders of record as of August 1, 2024.

The Company's common stock dividends are subject to available capital, market conditions, and compliance with associated laws, regulations and other contractual obligations.

Retirement of Treasury Stock

During 2024, the Company retired shares of treasury stock as detailed below. These retired shares are now included in NRG's pool of authorized but unissued shares. The Company's accounting policy upon the formal retirement of treasury stock is to deduct its par value from common stock and to reflect any excess of cost over par value as a deduction from additional paid-in-capital.

	Total number of treasury shares retired	Average price per share	Carrying value of treasury shares retired (in millions)
Shares retired during the first quarter of 2024	1,163,230	\$ 32.67	\$ 38
Shares retired during the second quarter of 2024	1,114,400	33.84	38
Total shares retired during the six months ended June 30, 2024	2,277,630		\$ 76

Capped Call Options

During the second quarter of 2024, the Company entered into privately negotiated capped call transactions with certain counterparties (the "Capped Calls"). The Capped Calls each have a strike price of \$41.32 per share, subject to certain adjustments, which correspond to the conversion price of the Convertible Senior Notes as of June 30, 2024. The Capped Calls have a cap price of \$249.00 per share, subject to certain adjustments, and effectively lock in a conversion premium of \$257 million on the remaining \$232 million balance of the Convertible Senior Notes. The options will expire on June 1, 2025 if not exercised. The Capped Calls are separate transactions and not part of the terms of the Convertible Senior Notes. As these transactions meet certain accounting criteria, the Capped Calls are recorded in stockholders' equity. The option price of \$257 million incurred in connection with the Capped Calls, of which \$253 million was recorded as a reduction to additional paid-in capital and a \$ 4 million loss was recorded to other income, net to account for the change in the value of the Capped Calls during the calculation period which began on May 31, 2024 and concluded on June 28, 2024. The option price will be payable upon the earlier of settlement and expiration of the applicable Capped Calls.

Preferred Stock

Series A Preferred Stock Dividends

During the quarter ended March 31, 2024, the Company declared and paid a semi-annual 10.25% dividend of \$51.25 per share on its outstanding Series A Preferred Stock, totaling \$33 million.

Note 10 — Income/(Loss) Per Share

Basic income/(loss) per common share is computed by dividing net income/(loss) less cumulative dividends attributable to preferred stock by the weighted average number of common shares outstanding. Shares issued and treasury shares repurchased during the period are weighted for the portion of the period that they were outstanding. Diluted income/(loss) per share is computed in a manner consistent with that of basic income/(loss) per share while giving effect to all potentially dilutive common shares that were outstanding during the period when there is net income. The performance stock units and non-vested restricted stock units are not considered outstanding for purposes of computing basic income/(loss) per share. However, these instruments are included in the denominator for purposes of computing diluted income per share under the treasury stock method for periods when there is net income. The Convertible Senior Notes are convertible, under certain circumstances, into cash or a combination of cash and the Company's common stock. The Company is including the potential share settlements, if any, in the denominator for purposes of computing diluted income per share under the if converted method for periods when there is net income. The potential shares settlements are calculated as the excess of the Company's conversion obligation over the aggregate principal amount (which will be settled in cash), divided by the average share price for the period.

NRG's basic and diluted income/(loss) per share is shown in the following table:

(In millions, except per share data)	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Basic income/(loss) per share:				
Net income/(loss)	\$ 738	\$ 308	\$ 1,249	\$ (1,027)
Less: Cumulative dividends attributable to Series A Preferred Stock	17	17	34	21
Net income/(loss) available for common stockholders	\$ 721	\$ 291	\$ 1,215	\$ (1,048)
Weighted average number of common shares outstanding - basic	208	231	209	230
Income/(loss) per weighted average common share — basic	\$ 3.47	\$ 1.26	\$ 5.81	\$ (4.56)
Diluted income/(loss) per share:				
Net income/(loss)	\$ 738	\$ 308	\$ 1,249	\$ (1,027)
Less: Cumulative dividends attributable to Series A Preferred Stock	17	17	34	21
Net income/(loss) available for common stockholders	\$ 721	\$ 291	\$ 1,215	\$ (1,048)
Weighted average number of common shares outstanding - basic	208	231	209	230
Incremental shares attributable to the issuance of equity compensation (treasury stock method)	3	1	2	—
Incremental shares attributable to the potential share settlements of the Convertible Senior Notes (if converted method)	3	—	3	—
Weighted average number of common shares outstanding - dilutive	214	232	214	230
Income/(loss) per weighted average common share — diluted	\$ 3.37	\$ 1.25	\$ 5.68	\$ (4.56)

The following table summarizes the Company's outstanding equity instruments that are anti-dilutive and were not included in the computation of the Company's diluted income/(loss) per share:

(In millions of shares)	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Equity compensation plans	—	1	—	7

Note 11 — Segment Reporting

The Company's segment structure reflects how management currently makes financial decisions and allocates resources. The Company manages its operations based on the combined results of the retail and wholesale generation businesses with a geographical focus. Vivint Smart Home operations are reported within the Vivint Smart Home segment.

NRG's chief operating decision maker, its chief executive officer, evaluates the performance of the Company's segments based on operational measures including adjusted earnings before interest, taxes, depreciation and amortization, or Adjusted EBITDA, free cash flow and allocation of capital, as well as net income/(loss). The accounting policies of the segments are the same as those applied in the consolidated financial statements as disclosed in Note 2, *Summary of Significant Accounting Policies*, to the Company's 2023 Form 10-K.

Three months ended June 30, 2024

(In millions)	Vivint Smart							Eliminations	Total
	Texas	East	West/Services/Other	Home	Corporate				
Revenue	\$ 2,763	\$ 2,532	\$ 910	\$ 467	\$ —	\$ (13)	\$ 6,659		
Depreciation and amortization	63	22	46	144	10	—	—	285	
Impairment losses	—	—	15	—	—	—	—	15	
Gain on sale of assets	—	—	5	—	—	—	—	5	
Equity in earnings of unconsolidated affiliates	—	—	4	—	—	—	—	4	
Loss on debt extinguishment	—	—	—	—	(202)	—	—	(202)	
Income/(loss) before income taxes	966	447	(4)	(31)	(326)	—	—	1,052	
Net income/(loss)	\$ 966	\$ 447	\$ 2	\$ (29)	\$ (648)	\$ —	\$ 738		

Three months ended June 30, 2023

(In millions)	Vivint Smart							Eliminations	Total
	Texas	East	West/Services/Other	Home	Corporate				
Revenue	\$ 2,515	\$ 2,503	\$ 892	\$ 444	\$ —	\$ (6)	\$ 6,348		
Depreciation and amortization	73	30	23	180	9	—	—	315	
Gain on sale of assets	—	3	—	—	—	—	—	3	
Equity in earnings of unconsolidated affiliates	—	—	5	—	—	—	—	5	
Income/(loss) before income taxes	785	(100)	(128)	(23)	(137)	—	—	397	
Net income/(loss)	\$ 785	\$ (101)	\$ (129)	\$ (23)	\$ (224)	\$ —	\$ 308		

Six months ended June 30, 2024

(In millions)	Vivint Smart							Eliminations	Total
	Texas	East	West/Services/Other	Home	Corporate				
Revenue	\$ 4,996	\$ 6,047	\$ 2,129	\$ 935	\$ —	\$ (19)	\$ 14,088		
Depreciation and amortization	130	45	70	288	20	—	—	553	
Impairment losses	—	—	15	—	—	—	—	15	
Loss/gain on sale of assets	(4)	—	5	—	—	—	—	1	
Equity in earnings of unconsolidated affiliates	—	—	7	—	—	—	—	7	
Loss on debt extinguishment	—	—	—	—	(260)	—	—	(260)	
Income/(loss) before income taxes	1,315	1,027	(79)	(22)	(494)	—	—	1,747	
Net income/(loss)	\$ 1,315	\$ 1,028	\$ (58)	\$ (22)	\$ (1,014)	\$ —	\$ 1,249		

Six months ended June 30, 2023

(In millions)	Vivint Smart							Eliminations	Total
	Texas	East	West/Services/Other	Home ^(a)	Corporate				
Revenue	\$ 4,549	\$ 6,679	\$ 2,266	\$ 592	\$ —	\$ (16)	\$ 14,070		
Depreciation and amortization	148	60	47	232	18	—	—	505	
Gain on sale of assets	—	202	—	—	—	—	—	202	
Equity in earnings of unconsolidated affiliates	—	—	10	—	—	—	—	10	
Income/(loss) before income taxes	1,069	(1,502)	(479)	(62)	(300)	—	—	(1,274)	
Net income/(loss)	\$ 1,069	\$ (1,503)	\$ (433)	\$ (62)	\$ (98)	\$ —	\$ (1,027)		

(a) Includes results of operations following the acquisition date of March 10, 2023

Note 12 — Income Taxes

Effective Income Tax Rate

The income tax provision consisted of the following:

(In millions, except rates)	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Income/(Loss) before income taxes	\$ 1,052	\$ 397	\$ 1,747	\$ (1,274)
Income tax expense/(benefit)	314	89	498	(247)
Effective income tax rate	29.8 %	22.4 %	28.5 %	19.4 %

For the three and six months ended June 30, 2024, the effective tax rate was higher than the statutory rate of 21%, primarily due to the state tax expense and permanent differences.

For the three months ended June 30, 2023, the effective tax rate was higher than the statutory rate of 21% primarily due to the state tax expense. For the six months ended June 30, 2023, the effective tax rate was lower than the statutory rate of 21%, primarily due to current state tax expense which has an inverted effect and reduces the effective tax rate when applied to year-to-date financial statement losses.

As of June 30, 2024, NRG as an applicable corporation is subject to the CAMT, and has reflected the impact in its current and deferred taxes. There is no CAMT impact to NRG's effective income tax rate. The Company's CAMT liability is significantly impacted by unrealized gains and losses on derivative instruments. NRG will continue to evaluate the impact of the CAMT if further guidance is provided by the U.S. Treasury or the IRS.

Uncertain Tax Benefits

As of June 30, 2024, NRG had a non-current tax liability of \$ 67 million for uncertain tax benefits from positions taken on various federal and state income tax returns inclusive of accrued interest. For the six months ended June 30, 2024, NRG accrued an immaterial amount of interest relating to the uncertain tax benefits. As of June 30, 2024, NRG had cumulative interest and penalties related to these uncertain tax benefits of \$3 million. The Company recognizes interest and penalties related to uncertain tax benefits in income tax expense.

NRG is subject to examination by taxing authorities for income tax returns filed in the U.S. federal jurisdiction and various state and foreign jurisdictions including operations located in Australia and Canada. The Company is no longer subject to U.S. federal income tax examinations for years prior to 2020. With few exceptions, state and Canadian income tax examinations are no longer open for years prior to 2015.

Note 13 — Related Party Transactions

NRG provides services to some of its related parties, which are accounted for as equity method investments, under operations and maintenance agreements. Fees for the services under these agreements include recovery of NRG's costs of operating the plants. Certain agreements also include fees for administrative services, a base monthly fee, profit margin and/or annual incentive bonus.

The following table summarizes NRG's material related party transactions with third-party affiliates:

(In millions)	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
<i>Revenues from Related Parties Included in Revenue</i>				
Gladstone	\$ —	\$ —	\$ 1	\$ 1
Ivanpah ^(a)	12	21	25	55
Midway-Sunset	1	1	2	2
Total	\$ 13	\$ 22	\$ 28	\$ 58

(a) Also includes fees under project management agreements with each project company

Note 14 — Commitments and Contingencies

Commitments

First Lien Structure

NRG has granted first liens to certain counterparties on a substantial portion of property and assets owned by NRG and the guarantors of its senior debt. NRG uses the first lien structure to reduce the amount of cash collateral and letters of credit that it would otherwise be required to post from time to time to support its obligations under out-of-the-money hedges. To the extent that the underlying hedge positions for a counterparty are out-of-the-money to NRG, the counterparty would have a claim under the first lien program. As of June 30, 2024, all hedges under the first liens were in-the-money on a counterparty aggregate basis.

Contingencies

The Company's material legal proceedings are described below. The Company believes that it has valid defenses to these legal proceedings and intends to defend them vigorously. NRG records accruals for estimated losses from contingencies when information available indicates that a loss is probable and the amount of the loss, or range of loss, can be reasonably estimated. As applicable, the Company has established an adequate accrual for the applicable legal matters, including regulatory and environmental matters as further discussed in Note 15, *Regulatory Matters*, and Note 16, *Environmental Matters*. In addition,

legal costs are expensed as incurred. Management has assessed each of the following matters based on current information and made a judgment concerning its potential outcome, considering the nature of the claim, the amount and nature of damages sought, and the probability of success. Unless specified below, the Company is unable to predict the outcome of these legal proceedings or reasonably estimate the scope or amount of any associated costs and potential liabilities. As additional information becomes available, management adjusts its assessment and estimates of such contingencies accordingly. Because litigation is subject to inherent uncertainties and unfavorable rulings or developments, it is possible that the ultimate resolution of the Company's liabilities and contingencies could be at amounts that are different from its currently recorded accruals and that such difference could be material.

In addition to the legal proceedings noted below, NRG and its subsidiaries are party to other litigation or legal proceedings arising in the ordinary course of business. In management's opinion, the disposition of these ordinary course matters will not materially adversely affect NRG's consolidated financial position, results of operations, or cash flows.

Environmental Lawsuits

Sierra club et al. v. Midwest Generation LLC — In 2012, several environmental groups filed a complaint against Midwest Generation with the Illinois Pollution Control Board ("IPCB") alleging violations of environmental law resulting in groundwater contamination. In June 2019, the IPCB found in an interim order that Midwest Generation violated the law because it had improperly handled coal ash at four facilities in Illinois and caused or allowed coal ash constituents to impact groundwater. On September 9, 2019, Midwest Generation filed a Motion to Reconsider numerous issues, which the court granted in part and denied in part on February 6, 2020. In 2023, the IPCB held hearings regarding the appropriate relief. Midwest Generation has been working with the Illinois EPA to address the groundwater issues since 2010.

Consumer Lawsuits

Similar to other energy service companies ("ESCOs") operating in the industry, from time-to-time, the Company and/or its subsidiaries may be subject to consumer lawsuits in various jurisdictions where they sell natural gas and electricity.

Variable Price Case

Mirkin v. XOOM Energy (E.D.N.Y. Aug. 2019) — *XOOM Energy* is a defendant in a putative class action lawsuit pending in New York, alleging that *XOOM Energy* promised that consumers would pay the same or less than they would have paid if they stayed with their default utility or previous energy supplier. The Court denied *XOOM's* motion for summary judgment and granted class certification. The Second Circuit denied *XOOM's* request to appeal the class certification grants. *XOOM* plans to challenge *Mirkin's* expert testimony to further hamper *Mirkin's* ability to support its case. The parties held a court-ordered remediation on March 21, 2024 where the parties did not settle. The parties continue to prepare pre-trial materials for submission to the Court. A trial date has not been scheduled. The Company continues to deny the allegations and is vigorously defending this matter. This matter was known and accrued for at the time of the *XOOM* acquisition.

Telephone Consumer Protection Act ("TCPA") Cases — In the cases set forth below, referred to as the TCPA Cases, such actions involve consumers alleging violations of the Telephone Consumer Protection Act of 1991, as amended, by receiving calls, texts or voicemails without consent in violation of the federal Telemarketing Sales Rule, and/or state counterpart legislation. The underlying claims of each case are similar. The Company denies the allegations asserted by plaintiffs and intends to vigorously defend these matters. These matters were known and accrued for at the time of the Direct Energy acquisition.

There are two putative class actions pending against Direct Energy: (1) *Holly Newman v. Direct Energy, LP* (D. Md Sept 2021) - Direct Energy filed its Motion to Dismiss asserting the ruling in the *Brittany Burk v. Direct Energy* (S.D. Tex. Feb 2019) preempts the Plaintiff's ability to file suit based on the same facts. The Court denied Direct Energy's motion stating the Court does not have the benefit of all of the facts that were in front of the Burk court to issue a similar ruling. On April 12, 2023, the Court granted Direct Energy's Motion to Transfer Venue, moving to the case to the Southern District of Texas. The parties are proceeding with written discovery; and (2) *Matthew Dickson v. Direct Energy* (N.D. Ohio Jan. 2018) - The case was stayed pending the outcome of an appeal to the Sixth Circuit based on the unconstitutionality of the TCPA during the period from 2015-2020. The Sixth Circuit found the TCPA was in effect during that period and remanded the case back to the trial court. Direct Energy refiled its motions along with supplements. On March 25, 2022, the Court granted summary judgment in favor of Direct Energy and dismissed the case. Dickson appealed. The Sixth Circuit found that Dickson has standing and reversed the trial court's dismissal of the case. The matter is back at the trial court. The parties conducted fact and expert discovery and submitted its motion for summary judgment in August 2024.

Sales Practice Lawsuit

A Vivint Smart Home competitor has made a claim against Vivint Smart Home alleging, among other things, that Vivint Smart Home's sales representatives used deceptive sales practices. This matter was known and accrued for at the time of the Vivint Smart Home acquisition. CPI Security Systems, Inc. ("CPI") v. Vivint Smart Home, Inc. (W.D.N.C. Sept. 2020) was

filed in 2020 went to trial, and in February 2023, the jury issued a verdict against Vivint Smart Home, in favor of CPI for \$ 50 million of compensatory damages and an additional \$140 million of punitive damages. Vivint Smart Home has fully briefed the appeal and is awaiting a hearing date to be set. While Vivint Smart Home believes the CPI jury verdict is not legally or factually supported and intends to pursue post judgment remedies and file an appeal, there can be no assurance that such defense efforts will be successful.

Patent Infringement Lawsuit

SB IP Holdings LLC ("Skybell") v. Vivint Smart Home, Inc. — On October 23, 2023, a jury in the U.S. District Court, Eastern District of Texas, Sherman Division, issued a verdict against the Company in favor of Skybell for \$45 million in damages for patent infringement. The patents that were the basis for the claims made by Skybell were ruled invalid by the U.S. International Trade Commission in November 2021. In accordance with advice by legal counsel, the Company does not believe the verdict is legally supported and will pursue post-judgment and appellate remedies along with any other legal options available. This matter was known and accrued for at the time of the Vivint acquisition.

Contract Dispute

STP — In July 2023, the partners in STP, CPS and Austin Energy, initiated a lawsuit and filed to intervene in the license transfer application with the NRC, claiming a right of first refusal exists in relation to the proposed sale of NRG South Texas' 44% interest in STP to Constellation. The parties entered into a settlement agreement in May 2024, and the litigation was dismissed. There was no incremental impact to NRG as a result of the settlement.

Winter Storm Uri Lawsuits

The Company has been named in certain property damage and wrongful death claims that have been filed in connection with Winter Storm Uri in its capacity as a generator and a REP. Most of the lawsuits related to Winter Storm Uri are consolidated into a single multi-district litigation matter in Harris County District Court. NRG's REPs have since been dismissed from the multi-district litigation. As a power generator, the Company is named in various cases with claims ranging from: wrongful death; personal injury only; property damage and personal injury; property damage only; and subrogation. The First Court of Appeals conditionally granted the generators' mandamus relief, ordering the trial court to grant the generator defendants' Motion to Dismiss. The Company expected the Plaintiffs to challenge this ruling. The Company intends to vigorously defend these matters.

Note 15 — Regulatory Matters

Environmental regulatory matters are discussed within Note 16, *Environmental Matters*.

NRG operates in a highly regulated industry and is subject to regulation by various federal, state and provincial agencies. As such, NRG is affected by regulatory developments at the federal, state and provincial levels and in the regions in which NRG operates. In addition, NRG is subject to the market rules, procedures, and protocols of the various ISO and RTO markets in which NRG participates. These power markets are subject to ongoing legislative and regulatory changes that may impact NRG's wholesale and retail operations.

In addition to the regulatory proceedings noted below, NRG and its subsidiaries are parties to other regulatory proceedings arising in the ordinary course of business or have other regulatory exposure. In management's opinion, the disposition of these ordinary course matters will not materially adversely affect NRG's consolidated financial position, results of operations, or cash flows.

California Station Power — As the result of unfavorable final and non-appealable litigation, the Company accrued a liability associated with consumption of station power at the Company's Encina power plant facility in California after August 30, 2010. The Company has established an appropriate accrual pending potential regulatory action by San Diego Gas & Electric regarding the Company's Encina facility.

New York State Public Service Commission ("NYSPSC") - Notice of Apparent Violation — The NYSPSC issued an order referred to as the Retail Reset Order in December 2019 that limited ESCO's offers for electric and natural gas to three compliant products: guaranteed savings from the utility default rate, a fixed rate commodity product that is priced at no more than 5% greater than the trailing 12-month average utility supply rate or New York-sourced renewable energy that is at least 50% greater than the prevailing New York Renewable Energy Standard for load serving entities. The order effectively limited ESCO offers to natural gas customers to only the guaranteed savings and capped fixed term compliant products because no equivalent renewable energy product exists for natural gas. NRG took action to comply with the order when it became effective April 16, 2021. On January 8, 2024, the NYSPSC notified eight of NRG's retail energy suppliers (serving both electricity and natural gas) of alleged non-compliance with New York regulatory requirements. Among other items, the notices allege that the NRG suppliers did not transition existing residential customers to one of the three compliant products authorized by the NYSPSC.

following the effective date of the order. NRG responded to the notices in February 2024. The outcome of this process has the potential to negatively impact the retail business in New York.

Note 16 — Environmental Matters

NRG is subject to a wide range of environmental laws in the development, construction, ownership and operation of power plants. These laws generally require that governmental permits and approvals be obtained before construction and maintained during operation of power plants. The electric generation industry has been facing increasingly stringent requirements regarding air quality, GHG emissions, combustion byproducts, water use and discharge, and threatened and endangered species including four rules promulgated during the second quarter of 2024. In general, future laws are expected to require the addition of emissions controls or other environmental controls or to impose additional restrictions on the operations of the Company's facilities, which could have a material effect on the Company's consolidated financial position, results of operations, or cash flows. The Company has elected to use a \$1 million disclosure threshold, as permitted, for environmental proceedings to which the government is a party.

Air

CPP/ACE Rules — The attention in recent years on GHG emissions has resulted in federal and state regulations. In 2019, the EPA promulgated the ACE rule, which rescinded the CPP, which had sought to broadly regulate CO₂ emissions from the power sector. The ACE rule required states that have coal-fired EGUs to develop plans to seek heat rate improvements from coal-fired EGUs. On January 19, 2021, the D.C. Circuit vacated the ACE rule (but on February 22, 2021, at the EPA's request, stayed the issuance of the portion of the mandate that would vacate the repeal of the CPP). On June 30, 2022, the U.S. Supreme Court held that the "generation shifting" approach in the CPP exceeded the powers granted to the EPA by Congress. The Court did not address the related issues of whether the EPA may adopt only measures applied at each source. On May 9, 2024, the EPA promulgated a rule that repealed the ACE rule and significantly revised the manner in which new combustion-turbine and existing steam EGUs' GHG emissions will be regulated including capturing and storing/sequestering CO₂ in some instances. This rule has been challenged by numerous parties in the D.C. Circuit including 27 states with 22 states intervening in support of the rule. The EPA has stated that it will address GHG emissions from existing combustion turbines in a future rule.

Cross-State Air Pollution Rule ("CSAPR") — On March 15, 2023, the EPA signed and released a prepublication version of a final rule that sought to significantly revise the CSAPR to address the good-neighbor obligations of the 2015 ozone NAAQS for 23 states after earlier having disapproved numerous state plans to address the issue. Several states, including Texas, challenged the EPA's disapproval of their state plans. On May 1, 2023, the United States Court of Appeals for the Fifth Circuit stayed the EPA's disapproval of Texas' and Louisiana's state plans, which disapprovals are a condition precedent to the EPA imposing its plan on Texas and Louisiana. Several other states are also similarly situated because of similar stays. Nonetheless, on June 5, 2023, the EPA promulgated this rule. On July 31, 2023, the EPA promulgated an interim final rule that addresses the various judicial orders that have stayed several State-Implementation-Plan disapprovals by limiting the effectiveness of certain requirements of the final rule promulgated on June 5, 2023 in Texas and several other states. On June 27, 2024, the U.S. Supreme Court stayed the final rule in the 11 states where the rule had not already been stayed. The Company cannot predict the outcome of the legal challenges to the: (i) various state disapprovals; (ii) the final rule promulgated on June 5, 2023; and (iii) the interim final rule promulgated on July 31, 2023 that seeks to address the judicial orders.

Regional Haze Proposal — In May 2023, the EPA proposed to withdraw the existing Texas Sulfur Dioxide Trading Program and replace it with unit-specific SO₂ limits for 12 units in Texas to address requirements to improve visibility at National Parks and Wilderness areas. If finalized as proposed, it would result in more stringent SO₂ limits for two of the Company's coal-fired units in Texas. The Company cannot predict the outcome of this proposal.

Mercury and Air Toxics Standards ("MATS") — On May 7, 2024, the EPA promulgated a final rule that amends the MATS rule by, among other things, increasing the stringency of the filterable particulate matter standard at coal-burning units. The deadline for complying with this more stringent standard is 2027. Twenty three states have challenged this rule in the D.C. Circuit. Accordingly, the outcome of this rulemaking may be uncertain for several years.

Water

ELG — In 2015, the EPA revised the ELG for Steam Electric Generating Facilities, which imposed more stringent requirements (as individual permits were renewed) for wastewater streams from FGD, fly ash, bottom ash and flue gas mercury control. On September 18, 2017, the EPA promulgated a final rule that, among other things, postponed the compliance dates to preserve the status quo for FGD wastewater and bottom ash transport water by two years to November 2020 until the EPA amended the rule. On October 13, 2020, the EPA amended the 2015 ELG rule by: (i) altering the stringency of certain limits for FGD wastewater; (ii) relaxing the zero-discharge requirement for bottom ash transport water; and (iii) changing several deadlines. In 2021, NRG informed its regulators that the Company intends to comply with the ELG by ceasing combustion of coal by the end of 2028 at its domestic coal units outside of Texas, and installing appropriate controls by the end of 2025 at its

two plants that have coal-fired units in Texas. On May 9, 2024, the EPA promulgated a rule that revises the ELG by, among other things, further restricting the discharge of (i) FGD wastewater, (ii) bottom ash transport water, and (iii) combustion residual leachate. The rule was challenged in numerous courts, but the cases have been consolidated in the Eighth Circuit of the United States Court of Appeals. The Company expects that the outcome of the legal challenges will be uncertain for several years.

Byproducts

In 2015, the EPA finalized the rule regulating byproducts of coal combustion (e.g., ash and gypsum) as solid wastes under the RCRA. On August 21, 2018, the D.C. Circuit found, among other things, that the EPA had not adequately regulated unlined ponds and legacy surface impoundments. On August 28, 2020, the EPA finalized "A Holistic Approach to Close Part A: Deadline to Initiate Closure," which amended the April 2015 Rule to address the August 2018 D.C. Circuit decision and extend some of the deadlines. On November 12, 2020, the EPA finalized "A Holistic Approach to Closure Part B: Alternative Demonstration for Unlined Surface Impoundments," which further amended the April 2015 Rule to, among other things, provide procedures for requesting approval to operate existing ash impoundments with an alternate liner. On May 8, 2024, the EPA promulgated a rule that establishes requirements for: (i) inactive (or legacy) surface impoundments at inactive facilities and (ii) coal combustion residual ("CCR") management units (regardless of how or when the CCR was placed) at regulated facilities. The rule also creates an obligation to conduct site assessments (at all active and certain inactive facilities) to determine whether CCR management units are present. The rule has been challenged in the D.C. Circuit and may be uncertain for several years.

ITEM 2 — MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The discussion and analysis below has been organized as follows:

- Executive summary, including introduction and overview, business strategy, and changes to the business environment during the period, including environmental and regulatory matters;
- Results of operations;
- Liquidity and capital resources including liquidity position, financial condition addressing credit ratings, material cash requirements and commitments, and other obligations; and
- Known trends that may affect NRG's results of operations and financial condition in the future.

As you read this discussion and analysis, refer to NRG's condensed consolidated statements of operations to this Form 10-Q, which present the results of operations for the three and six months ended June 30, 2024 and 2023. Also refer to NRG's 2023 Form 10-K, which includes detailed discussions of various items impacting the Company's business, results of operations and financial condition, including: General section; Strategy section; Business Overview section, including how regulation, weather, and other factors affect NRG's business; and Critical Accounting Estimates section.

Executive Summary

Introduction and Overview

NRG Energy, Inc., or NRG or the Company, sits at the intersection of energy and home services. NRG is a leading energy and home services company fueled by market-leading brands, proprietary technologies, and complementary sales channels. Across the U.S. and Canada, NRG delivers innovative, sustainable solutions, predominately under brand names such as NRG, Reliant, Direct Energy, Green Mountain Energy and Vivint, while also advocating for competitive energy markets and customer choice. The Company has a customer base that includes approximately 8 million residential consumers in addition to commercial, industrial, and wholesale customers, supported by approximately 13 GW of generation as of June 30, 2024.

Strategy

NRG's strategy is to maximize stakeholder value by being a leader in the emerging convergence of energy and smart automation in the home and business. Through a diversified supply strategy, the Company sells reliable electricity and natural gas to its customers in the markets it serves, while also providing innovative home solutions to customers. NRG's unique combination of assets and capabilities enables the Company to develop and sell highly differentiated offerings that bring together every day essential services like powering and securing the home through a seamless and integrated experience. This strategy is intended to enable the Company to optimize its unique integrated platform to delight customers, generate recurring cash flow, significantly strengthen earnings and cost competitiveness, and lower risk and volatility. Sustainability is a philosophy that underpins and facilitates value creation across NRG's business for its stakeholders. It is an integral piece of NRG's strategy and ties directly to the Company's business success, reduced risks and enhanced reputation.

To effectuate the Company's strategy, NRG is focused on: (i) serving the energy needs of end-use residential, commercial and industrial, and wholesale counterparties in competitive markets and optimizing on additional revenue opportunities through its multiple brands and channels; (ii) offering a variety of energy products and services, including renewable energy solutions and smart home products and services that are differentiated by innovative features, premium service, integrated platforms, sustainability, and loyalty/affinity programs; (iii) excellence in operating performance of its assets; (iv) achieving the optimal mix of supply to serve its customer load requirements through a diversified supply strategy ; and (v) engaging in disciplined and transparent capital allocation.

Energy Regulatory Matters

The Company's regulatory matters are described in the Company's 2023 Form 10-K in Item 1, Business — *Regulatory Matters*. These matters have been updated below and in Note 15, *Regulatory Matters*.

As participants in wholesale and retail energy markets and owners and operators of power plants, certain NRG entities are subject to regulation by various federal and state government agencies. These include the CFTC, FERC, NRC and the PUCT, as well as other public utility commissions in certain states where NRG's generation or distributed generation assets are located. In addition, NRG is subject to the market rules, procedures and protocols of the various ISO and RTO markets in which it participates. Likewise, certain NRG entities participating in the retail markets are subject to rules and regulations established by the states and provinces in which NRG entities are licensed to sell at retail. NRG must also comply with the mandatory reliability requirements imposed by NERC and the regional reliability entities in the regions where NRG operates.

NRG's operations within the ERCOT footprint are not subject to rate regulation by FERC, as they are deemed to operate solely within the ERCOT market and not in interstate commerce. These operations are subject to regulation by the PUCT.

State and Provincial Energy Regulation

Maryland Legislation — On May 9, 2024, Maryland Governor Wes Moore signed Senate Bill 1 into law, which restricts the competitive retail electric and natural-gas market in Maryland, affecting residential customers but not commercial and industrial customers. The new law contains provisions which will come into force by January 1, 2025. The legislation imposes a price cap on residential contracts tied to a trailing 12-month historical average of utility rates, with only a limited exception for renewable power products. Renewable products must now have their price pre-approved pursuant to a process to be established and run by the Maryland Public Service Commission and source their renewable electricity certificates from within the PJM region. The law also requires that any variable-price contract not contain a change in price more than once a year, except time-of-use contracts, and limits contract terms to 12 months. It requires affirmative consent for the renewal of customer contracts for renewable power products. The law also imposes licensing requirements on energy salespersons. The law states that it does not impair existing contracts. The Maryland Public Service Commission is expected to conduct rulemakings to determine the details of a variety of the law's provisions, but timing is not yet certain.

Regional Regulatory Developments

NRG is affected by rule/tariff changes that occur in the ISO regions. For further discussion on regulatory developments, see Note 15, *Regulatory Matters*.

Texas

Public Utility Commission of Texas' Actions with Respect to Wholesale Pricing and Market Design — The PUCT continues to analyze and implement multiple options for promoting increased reliability in the wholesale electric market, including the adoption of a reliability standard for resource adequacy and market-based mechanisms to achieve this standard. The Commission is expected to adopt a reliability standard by the end of 2024. During the 88th Regular Session, the Texas Legislature authorized implementation of the Performance Credit Mechanism ("PCM"), which will measure real-time contribution to system reliability and provide compensation for resources to be available, subject to certain "guardrails" such as an absolute annual net cost cap, as part of its adoption of the PUCT Sunset Bill (House Bill 1500). The Texas Legislature also directed the PUCT to implement additional market design changes such as the creation of a new ancillary service called Dispatchable Reliability Reserve Service ("DRRS") to further increase ERCOT's capability to manage net load variability and firming requirements for new generation resources which penalize poor performance during periods of low grid reserves. The PUCT directed ERCOT to implement DRRS as a standalone product which will delay implementation until 2026 or 2027.

Through Senate Bill 2627, the Texas Legislature created the Texas Energy Fund, which received voter approval in November 2023, and will provide grants and low-interest loans (3%) to incentivize the development of more dispatchable generation and smaller backup generation in ERCOT. The PUCT adopted a rule in March 2024, which establishes the application and participation requirements and the process by which the Texas Energy Fund loan proceeds for dispatchable generation in ERCOT will be distributed. The initial window for submitting loan applications was opened on June 1, 2024 and closed on July 27, 2024. NRG, through its subsidiaries, has filed for loan proceeds for three separate projects, totaling more than 1,500 MWs of capacity. The PUCT also adopted a rule for the completion bonus grant program in April 2024, which provides for opportunities for grants of \$120,000 per MW for dispatchable generation projects interconnected before June 1, 2026, or \$80,000 per MW for dispatchable generation projects interconnected on or after June 1, 2026 but before June 1, 2029, subject to performance requirements. Applications for completion bonus grants can be submitted beginning in January 2025.

Real-time Co-optimization of Energy and Ancillary Services ("RTC") — ERCOT is progressing with a multi-year project to upgrade their systems to co-optimize the dispatch of energy and ancillary services in real-time. The RTC project will also replace the Operating Reserve Demand Curve with demand curves for each ancillary service product which will act as the primary scarcity pricing mechanism when energy or ancillary services are in shortage. ERCOT anticipates commencing market trials for testing the RTC project in Spring 2025 with production go-live in late 2025 or early 2026.

Supreme Court of Texas Ruling on Pricing during Winter Storm Uri — On June 14, 2024, the Supreme Court of Texas issued an order affirming the validity of two orders issued by the PUCT on February 15 and 16, 2021, respectively, governing scarcity pricing in the ERCOT wholesale electricity market during Winter Storm Uri. The Supreme Court's order reversed the judgment of the Third Court of Appeals, which held that the PUCT exceeded its statutory authority by ordering the market price of energy to be set at the high system wide offer cap due to scarcity conditions as a result of firm load shed occurring in ERCOT. In addition to holding that the PUCT's orders were consistent with the agency's statutory authority, the Supreme Court of Texas's order found that the PUCT had substantially complied with the Administrative Procedure Act's procedural rulemaking requirements, which was an issue that the Third Court of Appeals did not reach.

Voluntary Mitigation Plan ("VMP") Changes — On March 13, 2023, the PUCT Staff determined that a portion of NRG's VMP should be terminated due to the increase in procurement of ancillary services by ERCOT, specifically non-spin reserve services, following Winter Storm Uri. As such, PUCT Staff terminated part of the VMP for NRG which provides protection from wholesale market power abuse accusations related to offers for ancillary services. NRG agreed with these changes to the VMP. At the March 23, 2023 open meeting, the PUCT approved the amended VMP. In February 2024, NRG filed a notice of intent with the PUCT and terminated its existing VMP as of March 1, 2024.

Lubbock, Texas Transition to Competition — The customers of Lubbock Power and Light ("LP&L"), a municipally owned utility, entered the Texas retail competitive market in March 2024. Starting in January 2024, LP&L customers were able to shop for a REP. Customers who did not select a REP by February 15, 2024 were assigned to one of three default REPs, one of which is Reliant. LP&L customers started transitioning to their chosen REP or a default REP on March 4, 2024.

PJM

Revisions to PJM Local Deliverability Area Reliability Requirement — The Base Residual Auction for the 2024/2025 delivery year commenced on December 7, 2022 and closed on December 13, 2022. On December 19, 2022, PJM announced that it would delay the publication of the auction results. On December 23, 2022, PJM made a filing at FERC to revise the definition of Locational Deliverability Area ("LDA") Reliability Requirement in the Tariff. This would allow PJM to exclude certain resources from the calculation of the Local Deliverability Area Reliability Requirement. On February 21, 2023, FERC accepted PJM's filing. Multiple parties, including NRG, filed for rehearing. Rehearing was denied by operation of law, and multiple parties, including the Company, filed appeals to the Third Circuit Court of Appeals. On March 12, 2024, the court vacated the portion of the FERC orders that allow PJM to apply the Local Deliverability Area Reliability Requirement to the 2024/2025 capacity auction. On March 29, 2024, PJM filed a petition seeking confirmation as to the capacity commitments rules for the 2024/2025 auction. On April 22, 2024, multiple parties filed a complaint seeking to find the revised rate unjust and unreasonable and implement rates consistent with FERC's February 2023 decision, which was denied on July 9, 2024. On May 6, 2024, FERC directed PJM to recalculate the 2024/2025 auction results under the Initial LDA Reliability Requirement rules, and further directed PJM to rerun the Third Incremental Auction. PJM published the revised Base Residual Auction and Third Incremental Auction results on May 8, 2024 and May 23, 2024, respectively. On June 14, 2024, multiple parties filed appeals to the Third Circuit Court of Appeals seeking review of the May 6, 2024 FERC orders approving PJM's petition to restore the original capacity commitment rules for PJM to recalculate the 2024/2025 Base Residual Auction and the rerun of the 2024/2025. As a result, the capacity for the 2024/2025 delivery year in the Delmarva Power and Light South zone resulted in higher prices. This outcome may change depending upon the disposition of the outstanding complaint and appeals.

PJM Base Residual Auction Revisions and Delay — On April 11, 2023, PJM filed, and FERC subsequently approved, to delay the Base Residual Auctions for the 2025/2026 to 2028/2029 delivery years. On October 13, 2023, PJM made two filings proposing to develop market reforms to improve the operation of the capacity market through changes to the Market Seller Offer Cap rules, changes to PJM's resource adequacy risk modeling and capacity accreditation processes, and changes to capacity performance enhancements. On January 30, 2024, FERC accepted certain reforms to PJM's resource adequacy risk modeling and accreditation processes; on February 6, 2024, FERC rejected PJM's proposed changes to certain Market Seller Offer Cap rules and capacity performance enhancements. The approved changes were in effect for the 2025/2026 Base Residual Auction that occurred in July 2024.

Indian River RMR Proceeding — On June 29, 2021, Indian River notified PJM that it intended to retire Unit 4, effective May 31, 2022, due to expected uneconomic operations. On July 30, 2021, PJM responded to the deactivation notice and stated that PJM had identified reliability violations resulting from the proposed deactivation of Unit 4. NRG filed a cost based RMR rate schedule at FERC on April 1, 2022. FERC accepted the rate schedule with a June 1, 2022 effective date, subject to refund and established hearing and settlement procedures. The Company reached settlement with a number of the intervening parties and the settlement agreement was filed at FERC on April 2, 2024 and is pending FERC review. Delmarva Power submitted to PJM and the Maryland Public Service Commission an update on its projected completion date for the transmission upgrades that would eliminate the need for the Indian River RMR. The new anticipated date is in December 2024, which is sooner than originally estimated by PJM.

Independent Market Monitor Market Seller Offer Cap Complaint — On March 18, 2021, finding that the calculation of the default Market Seller Offer Cap was unjust and unreasonable, FERC issued an Order, which permitted the PJM May 2021 capacity auction for the 2022/2023 delivery year to continue under the existing rules and set a procedural schedule for parties to file briefs with possible solutions. On September 2, 2021, FERC issued an order in response to a complaint filed by the PJM Independent Market Monitor's proposal, which eliminated the Cost of New Entry-based Market Seller Offer Cap, implemented a limited default cap for certain asset classes based on going-forward costs and provided for unit specific cost review by the Independent Market Monitor for all other non-zero offers into the auctions. On October 4, 2021, as required by the Order, PJM submitted its compliance tariff and certain parties filed a motion for rehearing, which was denied by operation of law. On February 18, 2022, FERC addressed the arguments raised on rehearing and rejected the rehearing requests. Multiple parties

filed appeals at the Court of Appeals for the D.C. Circuit, and on August 15, 2023, the Court denied the petitions for review. On January 12, 2024, the generator trade association filed a petition for review with the U.S. Supreme Court to overturn the August 15, 2023 judgment. On May 28, 2024, the U.S. Supreme Court denied the petition for review.

Other Regulatory Matters

From time to time, NRG entities may be subject to examinations, investigations and/or enforcement actions by federal, state and provincial licensing agencies and may face the risk of penalties for violation of financial services, consumer protections and other applicable laws and regulations.

Environmental Regulatory Matters

NRG is subject to numerous environmental laws in the development, construction, ownership and operation of power plants. These laws generally require that governmental permits and approvals be obtained before construction and maintained during operation of power plants. Federal and state environmental laws have become more stringent over time. Future laws may require the addition of emissions controls or other environmental controls or impose restrictions on the Company's operations including unit retirements. Complying with environmental laws often involves specialized human resources and significant capital and operating expenses, as well as occasionally curtailing operations. NRG decides to invest capital for environmental controls based on the relative certainty of the requirements, an evaluation of compliance options, and the expected economic returns on capital.

A number of regulations that affect the Company have been and continue to be revised by the EPA, including requirements regarding coal ash, GHG emissions, NAAQS revisions and implementation and effluent limitation guidelines. NRG will evaluate the impact of these regulations as they are revised but cannot fully predict the impact of each until anticipated revisions and legal challenges are finally resolved. The Company's environmental matters are described in the Company's 2023 Form 10-K in Item 1, *Business - Environmental Matters* and Item 1A, *Risk Factors*. These matters have been updated in Note 16, *Environmental Matters*, to the condensed consolidated financial statements of this Form 10-Q and as follows.

Air

The CAA and related regulations (as well as similar state and local requirements) have the potential to affect air emissions, operating practices and pollution control equipment required at power plants. Under the CAA, the EPA sets NAAQS for certain pollutants including SO₂, ozone, and PM2.5. Many of the Company's facilities are located in or near areas that are classified by the EPA as not achieving certain NAAQS (non-attainment areas). The relevant NAAQS may become more stringent. In March 2024, the EPA increased the stringency of the PM2.5 NAAQS. The Company maintains a comprehensive compliance strategy to address continuing and new requirements. Complying with increasingly stringent air regulations could require the installation of additional emissions control equipment at some NRG facilities or retiring of units if installing such controls is not economic. Significant changes to air regulatory programs affecting the Company are described below.

CPP/ACE Rules — The attention in recent years on GHG emissions has resulted in federal and state regulations. In 2019, the EPA promulgated the ACE rule, which rescinded the CPP, which had sought to broadly regulate CO₂ emissions from the power sector. On January 19, 2021, the D.C. Circuit vacated the ACE rule (but on February 22, 2021, at the EPA's request, stayed the issuance of the portion of the mandate that would vacate the repeal of the CPP). On June 30, 2022, the U.S. Supreme Court held that the "generation shifting" approach in the CPP exceeded the powers granted to the EPA by Congress. The Court did not address the related issues of whether the EPA may adopt only measures applied at each source. On May 9, 2024, the EPA promulgated a rule that repealed the ACE rule and significantly revised the manner in which new combustion-turbine and existing steam EGU's GHG emissions will be regulated including capturing and storing/sequestering CO₂ in some instances. This rule has been challenged by numerous parties in the D.C. Circuit including 27 states with 22 states intervening in support of the rule. The EPA has stated that it will address GHG emissions from existing combustion turbines in a future rule.

CSAPR — On March 15, 2023, the EPA signed and released a prepublication of a final rule that sought to significantly revise the CSAPR to address the good-neighbor obligations of the 2015 ozone NAAQS for 23 states after earlier having disapproved numerous state plans to address the issue. Several states, including Texas, challenged the EPA's disapproval of their state plans. On May 1, 2023, the United States Court of Appeals for the Fifth Circuit stayed the EPA's disapproval of Texas' and Louisiana's state plans, which disapprovals are a condition precedent to the EPA imposing its plan on Texas and Louisiana. Several other states are also similarly situated because of similar stays. Nonetheless, on June 5, 2023, the EPA promulgated this rule. On July 31, 2023, the EPA promulgated an interim final rule that addresses the various judicial orders that have stayed several State-Implementation-Plan disapprovals by limiting the effectiveness of certain requirements of the final rule promulgated on June 5, 2023 in Texas and several other states. On June 27, 2024, the United States Supreme Court stayed the final rule in the 11 states where the rule had not already been stayed. The Company cannot predict the outcome of the

legal challenges to the: (i) various state disapprovals; (ii) the final rule promulgated on June 5, 2023; and (iii) the interim final rule promulgated on July 31, 2023 that seeks to address the judicial orders.

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MATS — On May 7, 2024, the EPA promulgated a final rule that amends the MATS rule by, among other things, increasing the stringency of the filterable particulate matter standard at coal-burning units. The deadline for complying with this more stringent standard is 2027. Twenty three states have challenged this rule in the D.C. Circuit. Accordingly, the outcome of this rulemaking may be uncertain for several years.

Byproducts

In April 2015, the EPA finalized the rule regulating byproducts of coal combustion (e.g., ash and gypsum) as solid wastes under the RCRA. On July 30, 2018, the EPA promulgated a rule that amended the ash rule by extending some of the deadlines and providing more flexibility for compliance. On August 21, 2018, the D.C. Circuit found, among other things, that the EPA had not adequately regulated unlined ponds and legacy surface impoundments. On August 28, 2020, the EPA finalized "A Holistic Approach to Closure Part A: Deadline to Initiate Closure," which amended the April 2015 Rule to address the August 2018 D.C. Circuit decision and extend some of the deadlines. On November 12, 2020, the EPA finalized "A Holistic Approach to Closure Part B: Alternative Demonstration for Unlined Surface Impoundments," which further amended the April 2015 Rule to, among other things, provide procedures for requesting approval to operate existing ash impoundments with an alternate liner. On May 8, 2024, the EPA promulgated a rule that establishes requirements for: (i) inactive (or legacy) surface impoundments at inactive facilities and (ii) coal combustion residual ("CCR") management units (regardless of how or when the CCR was placed) at regulated facilities. The rule also creates an obligation to conduct site assessments (at all active and certain inactive facilities) to determine whether CCR management units are present. The rule has been challenged in the D.C. Circuit and may be uncertain for several years.

Domestic Site Remediation Matters

Under certain federal, state and local environmental laws, a current or previous owner or operator of a facility, including an electric generating facility, may be required to investigate and remediate releases or threatened releases of hazardous or toxic substances or petroleum products. NRG may be responsible for property damage, personal injury and investigation and remediation costs incurred by a party in connection with hazardous material releases or threatened releases. These laws impose liability without regard to whether the owner knew of or caused the presence of the hazardous substances, and the courts have interpreted liability under such laws to be strict (without fault) and joint and several. Cleanup obligations can often be triggered during the closure or decommissioning of a facility, in addition to spills during its operations.

Water

The Company is required under the CWA to comply with intake and discharge requirements, requirements for technological controls and operating practices. As with air quality regulations, federal and state water regulations have become more stringent and imposed new requirements.

ELG — In 2015, the EPA revised the ELG for Steam Electric Generating Facilities, which imposed more stringent requirements (as individual permits were renewed) for wastewater streams from FGD, fly ash, bottom ash and flue gas mercury control. In 2017, the EPA promulgated a final rule that, among other things, postponed the compliance dates to preserve the status quo for FGD wastewater and bottom ash transport water by two years to November 2020 until the EPA amended the rule. On October 13, 2020, the EPA amended the 2015 ELG rule by: (i) altering the stringency of certain limits for FGD wastewater; (ii) relaxing the zero-discharge requirement for bottom ash transport water; and (iii) changing several deadlines. In October 2021, NRG informed its regulators that the Company intends to comply with the ELG by ceasing combustion of coal by the end of 2028 at its domestic coal units outside of Texas, and installing appropriate controls by the end of 2025 at its two plants that have coal-fired units in Texas. On May 9, 2024, the EPA promulgated a rule that revises the ELG by, among other things, further restricting the discharge of (i) FGD wastewater, (ii) bottom ash transport water, and (iii) combustion residual leachate. The rule was challenged in numerous courts, but the cases have been consolidated in the Eighth Circuit of the United States Court of Appeals. The Company expects that the outcome of the legal challenges will be uncertain for several years.

Regional Environmental Developments

Ash Regulation in Illinois — On July 30, 2019, Illinois enacted legislation that required the state to promulgate regulations regarding coal ash at surface impoundments. On April 15, 2021, the state promulgated the implementing regulation, which became effective on April 21, 2021. NRG has applied for initial operating permits and construction permits (for closure and retrofits) as required by the regulation and is waiting for most of its permits to be issued by the Illinois EPA.

Houston Nonattainment for 2008 Ozone Standard — During the fourth quarter of 2022, the EPA changed the Houston area's classification from Serious to Severe nonattainment for the 2008 Ozone Standard. Accordingly, Texas is required to develop a new control strategy and submit it to the EPA.

Significant Events

The following significant events have occurred during 2024 as further described within this Management's Discussion and Analysis and the condensed consolidated financial statements:

Dispositions

On August 3, 2024, the Company entered into a definitive agreement to sell its Airtron business unit for total proceeds of \$500 million, subject to standard purchase price adjustments. Airton is a leading provider of HVAC systems for residential new construction homes and was acquired as part of the Direct Energy acquisition in 2021. The transaction is subject to regulatory approval under the Hart Scott Rodino act and is expected to close by the end of 2024.

Capital Allocation

During the six months ended June 30, 2024, the Company completed \$90 million of open market share repurchases at an average price of \$80.76 per share. Through July 31, 2024, an additional \$86 million share repurchases were executed at an average price of \$76.27 per share. See Note 9, *Changes in Capital Structure* for additional discussion.

On November 6, 2023, the Company executed Accelerated Share Repurchase agreements to repurchase a total of \$950 million of NRG's outstanding common stock. The Company received shares of NRG's common stock on specified settlement dates. The ASR program concluded on March 28, 2024, with total of 18,839,372 shares received at an average price of \$50.43 per share.

On April 16, 2024, the Company, as borrower, and certain of its subsidiaries, as guarantors, entered into the Eighth Amendment with, among others, Citicorp North America, Inc., as administrative agent and as the Agent, and certain financial institutions, as lenders, which amended the Credit Agreement, in order to (i) establish a new Term Loan Facility with borrowings of \$875 million in aggregate principal amount and the Term Loans and (ii) make certain other modifications to the Credit Agreement as set forth therein. The proceeds from the Term Loans were used to repay a portion of the Company's Convertible Senior Notes, all of the Company's 3.750% senior secured first lien notes due 2024 and for general corporate purposes. For further discussion, see Note 7, *Long-term Debt and Finance Leases*.

Through April 2024, the Company repurchased \$343 million in aggregate principal amount of its Convertible Senior Notes, for \$603 million, which included the payment of \$3 million of accrued interest, using cash on hand and a portion of the proceeds from the Term Loans. For further discussion, see Note 7, *Long-term Debt and Finance Leases*.

During the second quarter of 2024, the Company entered into privately negotiated capped call transactions with certain counterparties to effectively lock in a conversion premium of \$257 million on the remaining \$232 million of the Convertible Senior Notes. The option price of \$257 million was incurred when the Company entered into the capped call transactions, which will be payable upon the earlier of settlement and expiration of the applicable Capped Call. For further discussion see Note 9, *Changes in Capital Structure*.

On June 21, 2024, NRG Receivables, amended its existing Receivables Facility to, among other things, (i) extend the scheduled termination date to June 20, 2025, (ii) increase the aggregate commitments from \$1.4 billion to \$2.3 billion (adjusted seasonally) and (iii) add a new originator. For further discussion, see Note 7, *Long-term Debt and Finance Leases*.

During the six months ended June 30, 2024, the Company repaid \$600 million in aggregate principal amount of its 3.750% Senior Secured First Lien Notes due 2024.

In the first quarter of 2024, NRG increased the annual common stock dividend to \$1.63 from \$1.51 per share, representing an 8% increase from 2023. The Company expects to target an annual dividend growth rate of 7-9% per share in subsequent years.

Operations

A component of the Company's strategy is to procure mid to long-term generation through power purchase agreements. NRG has entered into Renewable PPAs totaling approximately 1.9 GW with third-party project developers and other counterparties, of which all are operational as of July 31, 2024. The average tenure of these agreements is eleven years. The Company expects to continue evaluating and executing similar agreements that support the needs of the business. The total GW procured through Renewable PPAs may be impacted by contract terminations when they occur.

Trends Affecting Results of Operations and Future Business Performance

The Company's trends are described in the Company's 2023 Form 10-K in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations - Business Environment*, except for the update below:

Load Growth — The electric industry is expected to experience a surge in demand driven primarily by new manufacturing, industrial and data center facilities (inclusive of generative artificial intelligence ("gen AI")). The EIA's 2023 Annual Energy Outlook, combined with external forecasts of gen AI, shows the potential for 500 TWh of incremental load across the U.S. through 2030, as compared to 2023. ERCOT's current long term load forecast shows peak demand increasing from 86 GW in 2024 to 137 GW in 2028. This load growth will require significant planning and construction of new generation and transmission. ERCOT has announced its New Era of Planning effort to prepare for the possibility of very large and rapid load growth.

Texas Development Priorities

NRG continues to evaluate the expansion of flexible dispatchable power plants within the ERCOT market in connection with the creation of the Texas Energy Fund, a loan program created by the Texas Legislature to finance new build of generation assets within their footprint. The Company submitted applications to the Texas Energy Fund to receive financing for the following projects:

Facility	Fuel Type	Net Generation Capacity (MW)
Cedar Bayou 5	Natural Gas	689
Greens Bayou 6	Natural Gas	443
T.H. Wharton	Natural Gas	415
	Total	1,547

Changes in Accounting Standards

See Note 2, *Summary of Significant Accounting Policies*, for a discussion of recent accounting developments.

Consolidated Results of Operations

The following table provides selected financial information for the Company:

(In millions)	Three months ended June 30,			Six months ended June 30,		
	2024	2023	Change	2024	2023	Change
Revenue						
Retail revenue	\$ 6,344	\$ 6,027	\$ 317	\$ 13,573	\$ 13,390	\$ 183
Energy revenue ^(a)	110	83	27	262	211	51
Capacity revenue ^(a)	44	49	(5)	86	91	(5)
Mark-to-market for economic hedging activities	84	75	9	24	166	(142)
Contract amortization	(7)	(8)	1	(17)	(19)	2
Other revenues ^{(a)(b)}	84	122	(38)	160	231	(71)
Total revenue	6,659	6,348	311	14,088	14,070	18
Operating Costs and Expenses						
Cost of fuel	169	227	58	352	390	38
Purchased energy and other cost of sales ^(c)	4,482	4,282	(200)	9,996	10,284	288
Mark-to-market for economic hedging activities	(791)	11	802	(1,323)	2,046	3,369
Contract and emissions credit amortization ^(c)	(17)	(18)	(1)	46	90	44
Operations and maintenance	424	361	(63)	794	746	(48)
Other cost of operations	89	99	10	176	184	8
Cost of operations (excluding depreciation and amortization shown below)	4,356	4,962	606	10,041	13,740	3,699
Depreciation and amortization	285	315	30	553	505	(48)
Impairment losses	15	—	(15)	15	—	(15)
Selling, general and administrative costs	592	522	(70)	1,183	948	(235)
Acquisition-related transaction and integration costs	6	22	16	15	93	78
Total operating costs and expenses	5,254	5,821	567	11,807	15,286	3,479
Gain on sale of assets	5	3	2	1	202	(201)
Operating Income/(Loss)	1,410	530	880	2,282	(1,014)	3,296
Other Income/(Expense)						
Equity in earnings of unconsolidated affiliates	4	5	(1)	7	10	(3)
Other income, net	3	13	(10)	33	29	4
Loss on debt extinguishment	(202)	—	(202)	(260)	—	(260)
Interest expense	(163)	(151)	(12)	(315)	(299)	(16)
Total other expense	(358)	(133)	(225)	(535)	(260)	(275)
Income/(Loss) Before Income Taxes						
Income tax expense/(benefit)	314	89	(225)	498	(247)	(745)
Net Income/(Loss)	\$ 738	\$ 308	\$ 430	\$ 1,249	\$ (1,027)	\$ 2,276

(a) Includes gains and losses from financially settled transactions

(b) Includes trading gains and losses and ancillary revenues

(c) Includes amortization of SO₂ and NO_x credits and excludes amortization of RGGI credits

Management's discussion of the results of operations for the three months ended June 30, 2024 and 2023

Electricity Prices

The following table summarizes average on peak power prices for each of the major markets in which NRG operates for the three months ended June 30, 2024 and 2023.

<u>Region</u>	Average on Peak Power Price (\$/MWh)				
	Three months ended June 30,				
	2024	2023		Change %	
Texas					
ERCOT - Houston ^(a)	\$ 42.05	\$ 56.54	(26)	%	
ERCOT - North ^(a)	37.07	54.02	(31)	%	
East					
NY J/NYC ^(b)	\$ 35.93	\$ 32.02	12	%	
NEPOOL ^(b)	34.50	32.55	6	%	
COMED (PJM) ^(b)	29.31	30.00	(2)	%	
PJM West Hub ^(b)	37.75	35.41	7	%	
West					
MISO - Louisiana Hub ^(b)	\$ 30.60	\$ 35.30	(13)	%	
CAISO - SP15 ^(b)	7.97	30.00	(73)	%	

(a) Average on peak power prices based on real time settlement prices as published by the respective ISOs

(b) Average on peak power prices based on day ahead settlement prices as published by the respective ISOs

Natural Gas Prices

The following table summarizes the average Henry Hub natural gas price for the three months ended June 30, 2024 and 2023:

	Three months ended June 30,		
	2024	2023	Change %
(\$/MMBtu)	\$ 1.89	\$ 2.10	(10) %

Gross Margin

The Company calculates gross margin in order to evaluate operating performance as revenues less cost of fuel, purchased energy and other costs of sales, mark-to-market for economic hedging activities, contract and emissions credit amortization and depreciation and amortization.

Economic Gross Margin

In addition to gross margin, the Company evaluates its operating performance using the measure of economic gross margin, which is not a GAAP measure and may not be comparable to other companies' presentations or deemed more useful than the GAAP information provided elsewhere in this report. Economic gross margin should be viewed as a supplement to and not a substitute for the Company's presentation of gross margin, which is the most directly comparable GAAP measure. Economic gross margin is not intended to represent gross margin. The Company believes that economic gross margin is useful to investors as it is a key operational measure reviewed by the Company's chief operating decision maker. Economic gross margin is defined as the sum of retail revenue, energy revenue, capacity revenue and other revenue, less cost of fuel, purchased energy and other cost of sales. Economic gross margin does not include mark-to-market gains or losses on economic hedging activities, contract amortization, emissions credit amortization, depreciation and amortization, operations and maintenance, or other cost of operations.

The following tables present the composition and reconciliation of gross margin and economic gross margin for the three months ended June 30, 2024 and 2023:

(\$ in millions)	Three months ended June 30, 2024						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail revenue	\$ 2,692	\$ 2,361	\$ 832	\$ 467	\$ (8)	\$ 6,344	
Energy revenue	16	46	51	—	(3)	110	
Capacity revenue	—	39	6	—	(1)	44	
Mark-to-market for economic hedging activities	—	65	17	—	2	84	
Contract amortization	—	(6)	(1)	—	—	(7)	
Other revenue ^(a)	55	27	5	—	(3)	84	
Total revenue	2,763	2,532	910	467	(13)	6,659	
Cost of fuel	(124)	(25)	(20)	—	—	(169)	
Purchased energy and other cost of sales ^{(b)(c)(d)}	(1,729)	(2,004)	(689)	(66)	6	(4,482)	
Mark-to-market for economic hedging activities	605	203	(15)	—	(2)	791	
Contract and emissions credit amortization	(2)	20	(1)	—	—	17	
Depreciation and amortization	(63)	(22)	(46)	(144)	(10)	(285)	
Gross margin	\$ 1,450	\$ 704	\$ 139	\$ 257	\$ (19)	\$ 2,531	
Less: Mark-to-market for economic hedging activities, net	605	268	2	—	—	875	
Less: Contract and emissions credit amortization, net	(2)	14	(2)	—	—	10	
Less: Depreciation and amortization	(63)	(22)	(46)	(144)	(10)	(285)	
Economic gross margin	\$ 910	\$ 444	\$ 185	\$ 401	\$ (9)	\$ 1,931	

(a) Includes trading gains and losses and ancillary revenues

(b) Includes capacity and emissions credits

(c) Includes \$840 million, \$71 million and \$249 million of TDSP expense in Texas, East and West/Services/Other, respectively

(d) Excludes depreciation and amortization shown separately

Business Metrics	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail sales							
Home electricity sales volume (GWh)	10,528	3,615	498	—	—	—	14,641
Business electricity sales volume (GWh)	10,180	11,695	2,974	—	—	—	24,849
Home natural gas sales volume (MDth)	—	5,683	9,922	—	—	—	15,605
Business natural gas sales volume (MDth)	—	336,160	43,562	—	—	—	379,722
Average retail Home customer count (in thousands) ^(a)	2,975	2,189	766	—	—	—	5,930
Ending retail Home customer count (in thousands) ^(a)	2,960	2,194	772	—	—	—	5,926
Average Vivint Smart Home subscriber count (in thousands) ^(b)	—	—	—	2,071	—	—	2,071
Ending Vivint Smart Home subscriber count (in thousands) ^(b)	—	—	—	2,106	—	—	2,106
Power generation							
GWh sold	4,784	1,033	1,290	—	—	—	7,107
GWh generated ^(c)							
Coal	2,372	574	—	—	—	—	2,946
Gas	2,412	—	1,288	—	—	—	3,700
Oil	—	—	—	—	—	—	—
Renewables	—	—	2	—	—	—	2
Total	4,784	574	1,290	—	—	—	6,648

(a) Home customer count includes recurring residential customers, services customers and community choice

(b) Vivint Smart Home subscribers includes customers that also purchase other NRG products

(c) Includes owned and leased generation, excludes tolled generation and equity investments

Three months ended June 30, 2023

(\$ in millions)	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail revenue	\$ 2,395	\$ 2,358	\$ 830	\$ 444	\$ —	\$ 6,027	
Energy revenue	16	28	40	—	(1)	83	
Capacity revenue	—	49	—	—	—	49	
Mark-to-market for economic hedging activities	—	52	23	—	—	75	
Contract amortization	—	(7)	(1)	—	—	(8)	
Other revenue ^(a)	104	23	—	—	(5)	122	
Total revenue	2,515	2,503	892	444	(6)	6,348	
Cost of fuel	(184)	(15)	(28)	—	—	(227)	
Purchased energy and other cost of sales ^{(b)(c)(d)}	(1,403)	(2,129)	(714)	(41)	5	(4,282)	
Mark-to-market for economic hedging activities	334	(204)	(141)	—	—	(11)	
Contract and emissions credit amortization	(3)	23	(2)	—	—	18	
Depreciation and amortization	(73)	(30)	(23)	\$ (180)	(9)	(315)	
Gross margin	\$ 1,186	\$ 148	\$ (16)	\$ 223	\$ (10)	\$ 1,531	
Less: Mark-to-market for economic hedging activities, net	334	(152)	(118)	—	—	64	
Less: Contract and emissions credit amortization, net	(3)	16	(3)	—	—	10	
Less: Depreciation and amortization	(73)	(30)	(23)	(180)	(9)	(315)	
Economic gross margin	\$ 928	\$ 314	\$ 128	\$ 403	\$ (1)	\$ 1,772	

(a) Includes trading gains and losses and ancillary revenues

(b) Includes capacity and emissions credits

(c) Includes \$688 million, \$56 million and \$241 million of TDSP expense in Texas, East, and West/Services/Other, respectively

(e) Excludes depreciation and amortization shown separately

Business Metrics	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail sales							
Home electricity sales volume (GWh)	9,799	2,789	509	—	—	13,097	
Business electricity sales volume (GWh)	10,028	11,391	2,282	—	—	23,701	
Home natural gas sales volume (MDth)	—	7,716	11,582	—	—	19,298	
Business natural gas sales volume (MDth)	—	352,007	42,179	—	—	394,186	
Average retail Home customer count (in thousands) ^(a)	2,866	1,850	777	—	—	5,493	
Ending retail Home customer count (in thousands) ^(a)	2,869	1,858	772	—	—	5,499	
Average Vivint Smart Home subscriber count (in thousands) ^(b)	—	—	—	1,965	—	1,965	
Ending Vivint Smart Home subscriber count (in thousands) ^(b)	—	—	—	2,004	—	2,004	
Power generation							
GWh sold	7,508	624	1,566	—	—	9,698	
GWh generated ^(c)							
Coal	3,690	148	—	—	—	3,838	
Gas	1,625	46	1,565	—	—	3,236	
Nuclear	2,193	—	—	—	—	2,193	
Renewables	—	—	1	—	—	1	
Total	7,508	194	1,566	—	—	9,268	

(a) Home customer count includes recurring residential customers, services customers and community choice

(b) Vivint Smart Home subscribers includes customers that also purchase other NRG products

(c) Includes owned and leased generation, excludes tolled generation and equity investments

The following table represents the weather metrics for the three months ended June 30, 2024 and 2023:

Weather Metrics	Three months ended June 30,		
	Texas	East	West/Services/Other ^(b)
2024			
CDDs ^(a)	1,173	431	638
HDDs ^(a)	31	435	200
2023			
CDDs	978	273	502
HDDs	57	479	254
10-year average			
CDDs	989	350	554
HDDs	59	538	192

(a) National Oceanic and Atmospheric Administration-Climate Prediction Center - A Cooling Degree Day, or CDD, represents the number of degrees that the mean temperature for a particular day is above 65 degrees Fahrenheit in each region. A Heating Degree Day, or HDD, represents the number of degrees that the mean temperature for a particular day is below 65 degrees Fahrenheit in each region. The CDDs/HDDs for a period of time are calculated by adding the CDDs/HDDs for each day during the period

(b) The West/Services/Other weather metrics are comprised of the average of the CDD and HDD regional results for the West - California and West - South Central regions

Gross Margin and Economic Gross Margin

Gross margin increased \$1.0 billion and economic gross margin increased \$159 million during the three months ended June 30, 2024, compared to the same period in 2023.

The following tables describe the changes in gross margin and economic gross margin by segment:

Texas

(In millions)

Lower gross margin due to the net effect of:		
<ul style="list-style-type: none"> a 12%, or \$83 million increase in cost to serve the retail load, driven by higher realized power prices associated with the Company's diversified supply strategy including asset sales in 2023 an increase in net revenue of \$50 million, primarily driven by changes in customer term, product and mix 	\$	(33)
Higher gross margin due to an increase in load of 510 GWhs, or \$12 million, driven by an increase in customer counts and an increase in load of 371 GWhs, or \$12 million, from weather		24
Lower gross margin due to market optimization activities		(6)
Other		(3)
Decrease in economic gross margin	\$	(18)
Increase in mark-to-market for economic hedging primarily due to net unrealized gains/losses on open positions related to economic hedges		271
Decrease in contract and emissions credit amortization		1
Decrease in depreciation and amortization		10
Increase in gross margin	\$	264

East

	(In millions)
Lower gross margin due to a decrease in generation and capacity as a result of the Joliet and Astoria asset retirements	\$ (6)
Higher electric gross margin due to higher net revenue rates as a result of changes in customer term, product and mix of \$2.00 per MWh, or \$33 million as well as lower supply costs of \$1.25 per MWh, or \$17 million, driven primarily by decreases in power prices	50
Higher electric gross margin due to weather	6
Higher electric gross margin due to an increase in customer count and change in customer mix	11
Higher natural gas gross margin, including the impact of transportation and storage contract optimization, resulting in lower supply costs of \$0.40 per Dth, or \$148 million, driven primarily by decreases in gas costs, partially offset lower net revenue rates from changes in customer term, product, and mix of \$0.30 per Dth, or \$99 million	49
Higher gross margin due to an increase in average realized prices at Midwest Generation	24
Other	(4)
Increase in economic gross margin	\$ 130
Increase in mark-to-market for economic hedging primarily due to net unrealized gains/losses on open positions related to economic hedges	420
Increase in contract amortization	(2)
Decrease in depreciation and amortization	8
Increase in gross margin	\$ 556

West/Services/Other

	(In millions)
Higher electric gross margin due to lower supply costs of \$21.00 per MWh, or \$73 million and changes in customer mix of \$4 million, partially offset by lower revenue rates of \$16.00 per MWh, or \$55 million	\$ 22
Higher natural gas gross margin due to lower supply costs of \$0.55 per Dth, or \$29 million, partially offset by lower revenue rates of \$0.50 per Dth, or \$27 million	2
Higher gross margin at Cottonwood driven by spark spread expansion	26
Higher gross margin from market optimization activities	8
Other	(1)
Increase in economic gross margin	\$ 57
Increase in mark-to-market for economic hedging primarily due to net unrealized gains/losses on open positions related to economic hedges	120
Decrease in contract amortization	1
Increase in depreciation and amortization	(23)
Increase in gross margin	\$ 155

Vivint Smart Home

	(In millions)
Higher gross margin due to an increase in subscribers of \$23 million, as well as higher revenue rates of \$1.51 per subscriber, or \$9 million; partially offset by lower non-recurring sales revenue of \$9 million	\$ 23
Lower gross margin due to an increase in amortized capitalized contract costs in 2024, associated with the fulfillment of subscriber contracts ^(a)	(21)
Lower gross margin due to recognition of fees associated with licensing products and services	(3)
Other	(1)
Decrease in economic gross margin	\$ (2)
Decrease in depreciation and amortization	36
Increase in gross margin	\$ 34

(a) Capitalized contract costs began accumulating post acquisition and will continue to accumulate as new customers are acquired, leading to an expected increase in amortizations costs over time

Mark-to-Market for Economic Hedging Activities

Mark-to-market for economic hedging activities includes asset-backed hedges that have not been designated as cash flow hedges. Total net mark-to-market results increased by \$811 million during the three months ended June 30, 2024, compared to the same period in 2023.

The breakdown of gains and losses included in revenues and operating costs and expenses, by segment, was as follows:

(In millions)	Three months ended June 30, 2024					Eliminations	Total
	Texas	East	West/Services/Other				
Mark-to-market results in revenue							
Reversal of previously recognized unrealized losses on settled positions related to economic hedges	\$ —	\$ 1	\$ 2	\$ 1	\$ 4		
Net unrealized gains on open positions related to economic hedges	—	64	15	1	80		
Total mark-to-market gains in revenue	\$ —	\$ 65	\$ 17	\$ 2	\$ 84		
Mark-to-market results in operating costs and expenses							
Reversal of previously recognized unrealized (gains)/losses on settled positions related to economic hedges	\$ (32)	\$ 201	\$ 37	\$ (1)	\$ 205		
Reversal of acquired loss positions related to economic hedges	7	8	2	—	17		
Net unrealized gains/(losses) on open positions related to economic hedges	630	(6)	(54)	(1)	569		
Total mark-to-market gains/(losses) in operating costs and expenses	\$ 605	\$ 203	\$ (15)	\$ (2)	\$ 791		

(In millions)	Three months ended June 30, 2023					Eliminations	Total
	Texas	East	West/Services/Other				
Mark-to-market results in revenue							
Reversal of previously recognized unrealized (gains)/losses on settled positions related to economic hedges	\$ —	\$ (2)	\$ 17	\$ (3)	\$ 12		
Net unrealized gains on open positions related to economic hedges	—	54	6	3	63		
Total mark-to-market gains in revenue	\$ —	\$ 52	\$ 23	\$ —	\$ 75		
Mark-to-market results in operating costs and expenses							
Reversal of previously recognized unrealized (gains) on settled positions related to economic hedges	\$ (39)	\$ (73)	\$ (54)	\$ 3	\$ (163)		
Reversal of acquired loss positions related to economic hedges	11	20	4	—	35		
Net unrealized gains/(losses) on open positions related to economic hedges	362	(151)	(91)	(3)	117		
Total mark-to-market gains/(losses) in operating costs and expenses	\$ 334	\$ (204)	\$ (141)	\$ —	\$ (11)		

Mark-to-market results consist of unrealized gains and losses on contracts that are not yet settled. The settlement of these transactions is reflected in the same revenue or cost caption as the items being hedged.

For the three months ended June 30, 2024, the \$84 million gain in revenues from economic hedge positions was driven primarily by an increase in the value of East open positions as a result of decreases in PJM power prices. The \$791 million gain in operating costs and expenses from economic hedge positions was driven primarily by an increase in the value of open positions in Texas as a result of increases in ERCOT power prices, as well as the reversal of previously recognized unrealized losses on contracts that settled during the period.

For the three months ended June 30, 2023, the \$75 million gain in revenues from economic hedge positions was driven primarily by an increase in the value of open positions as a result of decreases in natural gas and power prices as well as the reversal of previously recognized unrealized losses on contracts that settled during the period. The \$11 million loss in operating costs and expenses from economic hedge positions was driven primarily by the reversal of previously recognized unrealized gains on contracts that settled during the period, as well as a decrease in the value of East and West open positions as a result of decreases in natural gas and power prices. This was partially offset by an increase in the value of Texas open positions as a result of increases in ERCOT power prices and the reversal of acquired loss positions.

In accordance with ASC 815, the following table represents the results of the Company's financial and physical trading of energy commodities for the three months ended June 30, 2024 and 2023. The realized and unrealized financial and physical trading results are included in revenue. The Company's trading activities are subject to limits based on the Company's Risk Management Policy.

(In millions)	Three months ended June 30,	
	2024	2023
Trading (losses)/gains		
Realized	\$ —	\$ (5)
Unrealized	9	13
Total trading gains	\$ 9	\$ 8

Operations and Maintenance Expense

Operations and maintenance expense is comprised of the following:

(In millions)	Texas	East	West/Services/Other	Vivint Smart	Home	Corporate/Eliminations	Total
	231	80	55	57	1	\$ 424	
Three months ended June 30, 2024	\$ 231	\$ 80	\$ 55	\$ 57	\$ 1	\$ 424	
Three months ended June 30, 2023	164	89	55	54	(1)	361	

Operations and maintenance expense increased by \$63 million for the three months ended June 30, 2024, compared to the same period in 2023, due to the following:

	(In millions)	
	Increase in planned major maintenance expenditures primarily associated with the scope and duration of outages at the Texas coal facilities	\$ 54
Increase primarily due to the prior year partial property insurance claim for the extended outage at W.A. Parish		48
Decrease primarily due to the sale of STP in November 2023		(38)
Decrease driven by a reduction in deactivation expenditures primarily in the East		(11)
Other		10
Increase in operations and maintenance expense		\$ 63

Other Cost of Operations

Other cost of operations is comprised of the following:

(In millions)	Texas	East	West/Services/Other	Vivint Smart	Home	Total
	57	26	4	2	\$ 89	
Three months ended June 30, 2024	\$ 57	\$ 26	\$ 4	\$ 2	\$ 89	
Three months ended June 30, 2023	62	34	2	1	99	

Other cost of operations for the three months ended June 30, 2024 decreased by \$10 million, when compared to the same period in 2023, due to the following:

	(In millions)	
	Decrease due to the sale of STP in November 2023	\$ (10)
Decrease primarily due to lower retail gross receipt taxes in the East		(1)
Other		1
Decrease in other cost of operations		\$ (10)

Depreciation and Amortization

Depreciation and amortization are comprised of the following:

(In millions)	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate		
Three months ended June 30, 2024	\$ 63	\$ 22	\$ 46	\$ 144	\$ 10	\$ 285	
Three months ended June 30, 2023	73	30	23	180	9	315	

Depreciation and amortization decreased by \$30 million for the three months ended June 30, 2024, compared to the same period in 2023, primarily due to lower amortization as a result of the expected roll off of the acquired Vivint Smart Home intangibles.

Selling, General and Administrative Costs

Selling, general and administrative costs are comprised of the following:

(In millions)	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Elimination		
Three months ended June 30, 2024	\$ 195	\$ 150	\$ 69	\$ 170	\$ 8	\$ 592	
Three months ended June 30, 2023	173	136	54	153	6	522	

Selling, general and administrative costs increased by \$70 million for the three months ended June 30, 2024, compared to the same period in 2023, due to the following:

	(In millions)
Increase in broker fee and commission expenses	\$ 18
Increase in marketing and media expenses	18
Increase in personnel costs	14
Increase in provision for credit losses due to higher Home retail revenues	13
Decrease due to the sale of STP in November 2023	(3)
Other	10
Increase in selling, general and administrative costs	\$ 70

Acquisition-Related Transaction and Integration Costs

Acquisition-related transaction and integration costs of \$6 million and \$22 million for the three months ended June 30, 2024 and 2023, respectively, include:

(In millions)	Three months ended June 30,	
	2024	2023
Vivint Smart Home integration costs	\$ 5	\$ 14
Vivint Smart Home acquisition costs	—	2
Other integration costs, primarily related to Direct Energy	1	6
Acquisition-related transaction and integration costs	\$ 6	\$ 22

Loss on Debt Extinguishment

A loss on debt extinguishment of \$202 million was recorded for the three months ended June 30, 2024, driven by the repurchase of a portion of the Convertible Senior Notes, as further discussed in Note 7, *Long-term Debt and Finance Leases*.

Interest Expense

Interest expense increased by \$12 million for the three months ended June 30, 2024, compared to the same period in 2023, due to a decrease in unrealized gains on interest rate swaps, partially offset by lower interest primarily due to the repayment on the borrowings in connection with the Vivint Smart Home acquisition.

Income Tax Expense

For the three months ended June 30, 2024, income tax expense of \$314 million was recorded on pre-tax income of \$1.1 billion. For the same period in 2023, an income tax expense of \$89 million was recorded on pre-tax income of \$397 million. The effective tax rates were 29.8% and 22.4% for the three months ended June 30, 2024 and 2023, respectively.

For the three months ended June 30, 2024, the effective tax rate was higher than the statutory rate of 21% primarily due to the state tax expense and permanent differences. For the same period in 2023, the effective tax rate was higher than the statutory rate of 21% primarily due to the state tax expense.

Management's discussion of the results of operations for the six months ended June 30, 2024 and 2023

Electricity Prices

The following table summarizes average on peak power prices for each of the major markets in which NRG operates for the six months ended June 30, 2024 and 2023.

<u>Region</u>	<u>Average on Peak Power Price (\$/MWh)</u>			<u>Change %</u>
	<u>Six months ended June 30,</u>			
	<u>2024</u>	<u>2023</u>		
Texas				
ERCOT - Houston ^(a)	\$ 34.07	\$ 41.76		(18) %
ERCOT - North ^(a)	31.18	40.37		(23) %
East				
NY J/NYC ^(b)	\$ 42.13	\$ 38.71		9 %
NEPOOL ^(b)	41.00	42.59		(4) %
COMED (PJM) ^(b)	29.74	29.89		(1) %
PJM West Hub ^(b)	36.75	35.95		2 %
West				
MISO - Louisiana Hub ^(b)	\$ 29.33	\$ 32.54		(10) %
CAISO - SP15 ^(b)	20.69	61.27		(66) %

(a) Average on peak power prices based on real time settlement prices as published by the respective ISOs

(b) Average on peak power prices based on day ahead settlement prices as published by the respective ISOs

Natural Gas Prices

The following table summarizes the average Henry Hub natural gas price for the six months ended June 30, 2024 and 2023:

	<u>Six months ended June 30,</u>			<u>Change %</u>
	<u>2024</u>	<u>2023</u>		
<u>(\$/MMBtu)</u>	\$	\$		
	2.07	2.76		(25) %

Gross Margin

The Company calculates gross margin in order to evaluate operating performance as revenues less cost of fuel, purchased energy and other costs of sales, mark-to-market for economic hedging activities, contract and emissions credit amortization and depreciation and amortization.

Economic Gross Margin

In addition to gross margin, the Company evaluates its operating performance using the measure of economic gross margin, which is not a GAAP measure and may not be comparable to other companies' presentations or deemed more useful than the GAAP information provided elsewhere in this report. Economic gross margin should be viewed as a supplement to and not a substitute for the Company's presentation of gross margin, which is the most directly comparable GAAP measure. Economic gross margin is not intended to represent gross margin. The Company believes that economic gross margin is useful to investors as it is a key operational measure reviewed by the Company's chief operating decision maker. Economic gross margin is defined as the sum of energy revenue, capacity revenue, retail revenue and other revenue, less cost of fuel, purchased energy and other cost of sales. Economic gross margin does not include mark-to-market gains or losses on economic hedging activities, contract and emissions credit amortization, depreciation and amortization, operations and maintenance, or other cost of operations.

The following tables present the composition and reconciliation of gross margin and economic gross margin for the six months ended June 30, 2024 and 2023:

(\$ in millions)	Six months ended June 30, 2024						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail revenue	\$ 4,870	\$ 5,789	\$ 1,987	\$ 935	\$ (8)	\$ 13,573	
Energy revenue	23	127	118	—	(6)	262	
Capacity revenue	—	80	8	—	(2)	86	
Mark-to-market for economic hedging activities	—	14	8	—	2	24	
Contract amortization	—	(16)	(1)	—	—	(17)	
Other revenue ^(a)	103	53	9	—	(5)	160	
Total revenue	4,996	6,047	2,129	935	(19)	14,088	
Cost of fuel	(245)	(54)	(53)	—	—	(352)	
Purchased energy and other cost of sales ^{(b)(c)(d)}	(3,216)	(4,956)	(1,717)	(119)	12	(9,996)	
Mark-to-market for economic hedging activities	830	605	(110)	—	(2)	1,323	
Contract and emissions credit amortization	(2)	(42)	(2)	—	—	(46)	
Depreciation and amortization	(130)	(45)	(70)	\$ (288)	(20)	(553)	
Gross margin	\$ 2,233	\$ 1,555	\$ 177	\$ 528	\$ (29)	\$ 4,464	
Less: Mark-to-market for economic hedging activities, net	830	619	(102)	—	—	1,347	
Less: Contract and emissions credit amortization, net	(2)	(58)	(3)	—	—	(63)	
Less: Depreciation and amortization	(130)	(45)	(70)	(288)	(20)	(553)	
Economic gross margin	\$ 1,535	\$ 1,039	\$ 352	\$ 816	\$ (9)	\$ 3,733	

(a) Includes trading gains and losses and ancillary revenues

(b) Includes capacity and emissions credits

(c) Includes \$1.6 billion, \$136 million and \$657 million of TDSP expense in Texas, East, and West/Services/Other, respectively

(d) Excludes depreciation and amortization shown separately

Business Metrics	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
<u>Retail sales</u>							
Home electricity sales volume (GWh)	18,414	7,446	1,140	—	—	27,000	
Business electricity sales volume (GWh)	19,740	23,209	6,012	—	—	48,961	
Home natural gas sales volume (MDth)	—	30,113	45,042	—	—	75,155	
Business natural gas sales volume (MDth)	—	805,824	97,693	—	—	903,517	
Average retail Home customer count (in thousands) ^(a)	2,951	2,174	764	—	—	5,889	
Ending retail Home customer count (in thousands) ^(a)	2,960	2,194	772	—	—	5,926	
Average Vivint Smart Home subscriber count (in thousands) ^(b)	—	—	—	2,056	—	2,056	
Ending Vivint Smart Home subscriber count (in thousands) ^(b)	—	—	—	2,106	—	2,106	
<u>Power generation</u>							
GWh sold	8,315	2,118	2,874	—	—	13,307	
GWh generated ^(c)							
Coal	4,936	965	2,871	—	—	8,772	
Gas	3,379	—	—	—	—	3,379	
Nuclear	—	—	—	—	—	—	
Oil	—	3	—	—	—	3	
Renewables	—	—	3	—	—	3	
Total	8,315	968	2,874	—	—	12,157	

(a) Home customer count includes recurring residential customers, services customers and community choice

(b) Vivint Smart Home subscribers includes customers that also purchase other NRG products

(c) Includes owned and leased generation, excludes tolled generation and equity investments

Six months ended June 30, 2023

(\$ in millions)	Vivint Smart						Total
	Texas	East	West/Services/Other	Home ^(a)	Corporate/Eliminations		
Retail revenue	\$ 4,353	\$ 6,374	\$ 2,071	\$ 592	\$ —	\$ 13,390	
Energy revenue	20	102	88	—	1	211	
Capacity revenue	—	90	1	—	—	91	
Mark-to-market for economic hedging activities	—	87	90	—	(11)	166	
Contract amortization	—	(18)	(1)	—	—	(19)	
Other revenue ^(b)	176	44	17	—	(6)	231	
Total revenue	4,549	6,679	2,266	592	(16)	14,070	
Cost of fuel	(296)	(38)	(56)	—	—	(390)	
Purchased energy and other cost of sales ^{(c)(d)(e)}	(2,658)	(5,706)	(1,871)	(52)	3	(10,284)	
Mark-to-market for economic hedging activities	463	(1,994)	(526)	—	11	(2,046)	
Contract and emissions credit amortization	(4)	(81)	(5)	—	—	(90)	
Depreciation and amortization	(148)	(60)	(47)	\$ (232)	(18)	(505)	
Gross margin	\$ 1,906	\$ (1,200)	\$ (239)	\$ 308	\$ (20)	\$ 755	
Less: Mark-to-market for economic hedging activities, net	463	(1,907)	(436)	—	—	(1,880)	
Less: Contract and emissions credit amortization, net	(4)	(99)	(6)	—	—	(109)	
Less: Depreciation and amortization	(148)	(60)	(47)	(232)	(18)	(505)	
Economic gross margin	\$ 1,595	\$ 866	\$ 250	\$ 540	\$ (2)	\$ 3,249	

(a) Includes results of operations following the acquisition date of March 10, 2023

(b) Includes trading gains and losses and ancillary revenues

(c) Includes capacity and emissions credits

(d) Includes \$1.3 billion, \$105 million and \$598 million of TDSP expense in Texas, East and West/Services/Other, respectively

(e) Excludes depreciation and amortization shown separately

Business Metrics	Vivint Smart						Total
	Texas	East	West/Services/Other	Home	Corporate/Eliminations		
Retail sales							
Home electricity sales volume (GWh)	17,413	5,868	1,145	—	—	—	24,426
Business electricity sales volume (GWh)	18,596	21,842	4,675	—	—	—	45,113
Home natural gas sales volume (MDth)	—	30,111	48,315	—	—	—	78,426
Business natural gas sales volume (MDth)	—	823,128	93,058	—	—	—	916,186
Average retail Home customer count (in thousands) ^(a)	2,868	1,810	781	—	—	—	5,459
Ending retail Home customer count (in thousands) ^(a)	2,869	1,858	772	—	—	—	5,499
Average Vivint Smart Home subscriber count (in thousands) ^(b)	—	—	—	1,958	—	—	1,958
Ending Vivint Smart Home subscriber count (in thousands) ^(b)	—	—	—	2,004	—	—	2,004
Power generation							
GWh sold	12,694	1,882	2,869	—	—	—	17,445
GWh generated ^(c)							
Coal	5,771	366	—	—	—	—	6,137
Gas	2,410	85	2,867	—	—	—	5,362
Nuclear	4,513	—	—	—	—	—	4,513
Renewables	—	—	2	—	—	—	2
Total	12,694	451	2,869	—	—	—	16,014

(a) Home customer count includes recurring residential customers, services customers and community choice

(b) Vivint Smart Home subscribers includes customers that also purchase other NRG products

(c) Includes owned and leased generation, excludes tolled generation and equity investments

The following table represents the weather metrics for the six months ended June 30, 2024 and 2023:

Weather Metrics	Six months ended June 30,		
	Texas	East	West/Services/Other ^(b)
2024			
CDDs ^(a)	1,289	463	687
HDDs ^(a)	916	2,648	1,299
2023			
CDDs	1,144	327	575
HDDs	856	2,570	1,413
10-year average			
CDDs	1,101	392	605
HDDs	1,037	3,040	1,298

(a) National Oceanic and Atmospheric Administration-Climate Prediction Center - A Cooling Degree Day, or CDD, represents the number of degrees that the mean temperature for a particular day is above 65 degrees Fahrenheit in each region. A Heating Degree Day, or HDD, represents the number of degrees that the mean temperature for a particular day is below 65 degrees Fahrenheit in each region. The CDDs/HDDs for a period of time are calculated by adding the CDDs/HDDs for each day during the period

(b) The West/Services/Other weather metrics are comprised of the average of the CDD and HDD regional results for the West-California and West-South Central regions

Gross Margin and Economic Gross Margin

Gross margin increased \$3.7 billion and economic gross margin increased \$484 million, both of which include intercompany sales, during the six months ended June 30, 2024, compared to the same period in 2023.

The following tables describe the changes in gross margin and economic gross margin by segment:

Texas

(In millions)

Lower gross margin due to the net effect of:		
• a 13% or \$169 million increase in cost to serve the retail load, driven by higher realized power prices associated with the Company's diversified supply strategy including asset sales in 2023		
• an increase in net revenue of \$68 million, primarily driven by changes in customer term, product and mix	\$	(101)
Higher gross margin due to an increase in load of 1.6 TWhs, or \$30 million, driven by an increase in customer counts and an increase in load of 515 GWhs, or \$17 million, from weather		47
Lower gross margin due to market optimization activities		(6)
Decrease in economic gross margin	\$	(60)
Increase in mark-to-market for economic hedging primarily due to net unrealized gains/losses on open positions related to economic hedges		367
Decrease in contract and emissions credit amortization		2
Decrease in depreciation and amortization		18
Increase in gross margin	\$	327

East

	(In millions)
Lower gross margin due to a decrease in generation and capacity as a result of Joliet and Astoria asset retirements	\$ (18)
Higher electric gross margin due to lower supply costs of \$3.50 per MWh, or \$106 million, driven primarily by decreases in power prices as well as higher net revenue rates as a result of changes in customer term, product and mix of \$0.50 per MWh, or \$14 million	120
Higher electric gross margin due to an increase in customer count and change in customer mix	30
Higher natural gas gross margin, including the impact of transportation and storage contract optimization, resulting in lower supply costs of \$1.00 per Dth, or \$817 million, driven primarily by a decrease in gas costs, partially offset by lower net revenue rates of \$0.95 per Dth, or \$809 million, from changes in customer term, product, and mix	8
Lower natural gas gross margin due to weather	(4)
Higher gross margin due to an increase in average realized price at Midwest Generation	44
Other	(7)
Increase in economic gross margin	\$ 173
Increase in mark-to-market for economic hedging primarily due to net unrealized gains/losses on open positions related to economic hedges	2,526
Decrease in contract amortization	41
Decrease in depreciation and amortization	15
Increase in gross margin	\$ 2,755

West/Services/Other

	(In millions)
Higher electric gross margin due to a decrease in supply costs of \$20.00 per MWh, or \$143 million, and changes in customer mix of \$8 million, offset by lower revenue rates of \$12.50 per MWh, or \$89 million	\$ 62
Higher natural gas gross margin due to lower supply costs of \$1.40 per Dth, or \$201 million, partially offset by lower revenue rates \$1.35 per Dth, or \$190 million	11
Higher gross margin at Cottonwood driven by spark spread expansion	38
Lower gross margin from market optimization activities	(8)
Other	(1)
Increase in economic gross margin	\$ 102
Increase in mark-to-market for economic hedges primarily due to net unrealized gains/losses on open positions related to economic hedges	334
Decrease in contract amortization	3
Increase in depreciation and amortization	(23)
Increase in gross margin	\$ 416

Vivint Smart Home^(a)

	(In millions)
Increase due to the acquisition of Vivint Smart Home	\$ 276
Higher gross margin due to increased subscribers, or \$31 million, as well as higher revenue rates of \$1.85 per subscriber or \$15 million, partially offset by lower non-recurring sales revenue of \$12 million	34
Lower gross margin due to an increase in amortized capitalized contract costs in 2024, associated with the fulfillment of subscriber contracts ^(b)	(28)
Lower gross margin due to recognition of fees associated with licensing products and services	(4)
Other	(2)
Increase in economic gross margin	\$ 276
Increase in depreciation and amortization	(56)
Increase in gross margin	\$ 220

(a) Includes results of operations following the acquisition date of March 10, 2023

(b) Capitalized contract costs began accumulating post acquisition and will continue to accumulate as new customers are acquired, leading to an expected increase in amortizations costs over time

Mark-to-Market for Economic Hedging Activities

Mark-to-market for economic hedging activities includes asset-backed hedges that have not been designated as cash flow hedges. Total net mark-to-market results increased by \$3.2 billion during the six months ended June 30, 2024, compared to the same period in 2023.

The breakdown of gains and losses included in revenues and operating costs and expenses by segment was as follows:

	Six months ended June 30, 2024				
(In millions)	Texas	East	West/Services/Other	Eliminations	Total
Mark-to-market results in revenue					
Reversal of previously recognized unrealized (gains) on settled positions related to economic hedges	\$ —	\$ (32)	\$ (9)	\$ 2	\$ (39)
Net unrealized gains on open positions related to economic hedges	—	46	17	—	63
Total mark-to-market gains in revenue	\$ —	\$ 14	\$ 8	\$ 2	\$ 24
Mark-to-market results in operating costs and expenses					
Reversal of previously recognized unrealized (gains)/losses on settled positions related to economic hedges	\$ (118)	\$ 532	\$ 80	\$ (2)	\$ 492
Reversal of acquired loss/(gain) positions related to economic hedges	11	(8)	2	—	5
Net unrealized gains/(losses) on open positions related to economic hedges	937	81	(192)	—	826
Total mark-to-market gains/(losses) in operating costs and expenses	\$ 830	\$ 605	\$ (110)	\$ (2)	\$ 1,323

(In millions)	Six months ended June 30, 2023				
	Texas	East	West/Services/Other	Eliminations	Total
Mark-to-market results in revenue					
Reversal of previously recognized unrealized (gains)/losses on settled positions related to economic hedges	\$ —	\$ (15)	\$ 26	\$ (6)	\$ 5
Reversal of acquired (gain) positions related to economic hedges	—	(1)	—	—	(1)
Net unrealized gains on open positions related to economic hedges	—	103	64	(5)	162
Total mark-to-market gains in revenue	\$ —	\$ 87	\$ 90	\$ (11)	\$ 166
Mark-to-market results in operating costs and expenses					
Reversal of previously recognized unrealized (gains) on settled positions related to economic hedges	\$ (118)	\$ (555)	\$ (335)	\$ 6	\$ (1,002)
Reversal of acquired loss/(gain) positions related to economic hedges	18	(8)	1	—	11
Net unrealized gains/(losses) on open positions related to economic hedges	563	(1,431)	(192)	5	(1,055)
Total mark-to-market gains/(losses) in operating costs and expenses	\$ 463	\$ (1,994)	\$ (526)	\$ 11	\$ (2,046)

Mark-to-market results consist of unrealized gains and losses on contracts that are not yet settled. The settlement of these transactions is reflected in the same revenue or cost caption as the items being hedged.

For the six months ended June 30, 2024, the \$24 million gain in revenues from economic hedge positions was primarily driven by an increase in the value of newly executed East open positions and decreases in PJM power prices, partially offset by the reversal of previously recognized unrealized gains on contracts that settled during the period. The \$1.3 billion gain in operating costs and expenses from economic hedge positions was driven primarily by an increase in the value of Texas open positions as a result of increases in ERCOT power prices, as well as the reversal of previously recognized unrealized gains on contracts that settled during the period.

For the six months ended June 30, 2023, the \$166 million gain in revenues from economic hedge positions was driven by an increase in the value of open positions as a result of decreases in power and natural gas prices. The \$2.0 billion loss in operating costs and expenses from economic hedge positions was driven primarily by a decrease in the value of East and West open positions as a result of decreases in natural gas and power prices, as well as the reversal of previously recognized unrealized gains on contracts that settled during the period. This was partially offset by an increase in the value of Texas open positions as a result of increase in ERCOT power prices and the reversal of acquired loss positions.

In accordance with ASC 815, the following table represents the results of the Company's financial and physical trading of energy commodities for the six months ended June 30, 2024 and 2023. The realized and unrealized financial and physical trading results are included in revenue. The Company's trading activities are subject to limits based on the Company's Risk Management Policy.

(In millions)	Six months ended June 30,	
	2024	2023
Trading gains/(losses)		
Realized	\$ 5	\$ (3)
Unrealized	5	25
Total trading gains	\$ 10	\$ 22

Operations and Maintenance Expense

Operations and maintenance expense are comprised of the following:

(In millions)	Texas	East	West/Services/Other	Vivint Smart		Total
				Home ^(a)	Corporate/Eliminations	
Six months ended June 30, 2024	\$ 417	\$ 158	\$ 107	\$ 111	\$ 1	\$ 794
Six months ended June 30, 2023	382	168	126	72	(2)	746

(a) Includes results of operations following the acquisition date of March 10, 2023

Operations and maintenance expense increased by \$48 million for the six months ended June 30, 2024, compared to the same period in 2023, due to the following:

	(In millions)
Increase in planned major maintenance expenditures associated with the scope and duration of outages at the Texas coal facilities	\$ 63
Increase primarily due to the prior year partial property insurance claim for the extended outage at W.A. Parish	44
Increase due to the acquisition of Vivint Smart Home in March 2023	36
Decrease primarily due to the sale of STP in November 2023	(82)
Decrease driven by a reduction in deactivation expenditures primarily in the East	(19)
Other	6
Increase in operations and maintenance expense	\$ 48

Other Cost of Operations

Other Cost of operations are comprised of the following:

(In millions)	Texas	East	West/Services/Other	Vivint Smart Home ^(a)	Total
Six months ended June 30, 2024	\$ 107	\$ 58	\$ 7	\$ 4	\$ 176
Six months ended June 30, 2023	111	66	6	1	184

(a) Includes results of operations following the acquisition date of March 10, 2023

Other cost of operations decreased by \$8 million for the six months ended June 30, 2024, compared to the same period in 2023, due to the following:

	(In millions)
Decrease primarily due to the sale of STP in November 2023	\$ (15)
Increase in retail gross receipt taxes due to higher revenues in Texas partially offset by lower retail gross receipt taxes in the East	4
Other	3
Decrease in other cost of operations	\$ (8)

Depreciation and Amortization

Depreciation and amortization expenses are comprised of the following:

(In millions)	Texas	East	West/Services/Other	Vivint Smart Home ^(a)	Corporate	Total
Six months ended June 30, 2024	\$ 130	\$ 45	\$ 70	\$ 288	\$ 20	\$ 553
Six months ended June 30, 2023	148	60	47	232	18	505

(a) Includes results of operations following the acquisition date of March 10, 2023

Depreciation and amortization increased by \$48 million for the six months ended June 30, 2024, compared to the same period in 2023, primarily due to higher amortization of intangible assets due to the acquisition of Vivint Smart Home in March 2023.

Selling, General and Administrative Costs

Selling, general and administrative costs comprised of the following:

(In millions)	Texas	East	West/Services/Other	Vivint Smart Home ^(a)	Corporate/Eliminations	Total
Six months ended June 30, 2024	\$ 389	\$ 310	\$ 124	\$ 336	\$ 24	\$ 1,183
Six months ended June 30, 2023	343	285	105	203	12	948

(a) Includes results of operations following the acquisition date of March 10, 2023

Total selling, general and administrative costs increased by \$235 million for the six months ended June 30, 2024, compared to the same period in 2023, due to the following:

	(In millions)
Increase due to the Vivint Smart Home acquisition in March 2023	\$ 104
Increase in provision for credit losses due to higher Home retail revenues and customer payment behavior	44
Increase in broker fee and commissions expenses	37
Increase in marketing and media expenses	32
Increase in personnel costs	22
Decrease driven by the sale of STP in November 2023	(6)
Other	2
Increase in selling, general and administrative costs	<u>\$ 235</u>

Acquisition-Related Transaction and Integration Costs

Acquisition-related transaction and integration costs were \$15 million and \$93 million for the six months ended June 30, 2024 and 2023, respectively include:

(In millions)	Six months ended June 30,	
	2024	2023
Vivint Smart Home integration costs	\$ 13	\$ 44
Vivint Smart Home acquisition costs	—	38
Other integration costs, primarily related to Direct Energy	2	11
Acquisition-related transaction and integration costs	<u>\$ 15</u>	<u>\$ 93</u>

Gain on Sale of Assets

The gain on sale of assets of \$202 million for the six months ended June 30, 2023 was due to the \$199 million gain related to the sale of land and related assets from the Astoria site, as well as other assets sales of \$3 million.

Loss on Debt Extinguishment

A loss on debt extinguishment of \$260 million was recorded for the six months ended June 30, 2024, driven by the repurchase of a portion of the Convertible Senior Notes, as further discussed in Note 7, *Long-term Debt and Finance Leases*.

Interest Expense

Interest expense increased by \$16 million for the six months ended June 30, 2024, compared to the same period in 2023, primarily due to the acquisition of Vivint Smart Home in March 2023.

Income Tax Expense/(Benefit)

For the six months ended June 30, 2024, an income tax expense of \$498 million was recorded on a pre-tax income of \$1.7 billion. For the same period in 2023, income tax benefit of \$247 million was recorded on pre-tax loss of \$1.3 billion. The effective tax rates were 28.5% and 19.4% for the six months ended June 30, 2024 and 2023, respectively.

For the six months ended June 30, 2024, NRG's effective tax rate was higher than the statutory rate of 21%, primarily due to the state tax expense and permanent differences. For the same period in 2023, NRG's overall effective tax rate was lower than the statutory rate of 21%, primarily due to current state tax expense which has an inverted effect and reduces the overall effective tax rate when applied to year-to-date financial statement losses.

Liquidity and Capital Resources

Liquidity Position

As of June 30, 2024 and December 31, 2023, NRG's total liquidity, excluding funds deposited by counterparties, of approximately \$5.3 billion and \$4.8 billion, respectively, was comprised of the following:

(In millions)	June 30, 2024	December 31, 2023
Cash and cash equivalents	\$ 376	\$ 541
Restricted cash - operating	10	21
Restricted cash - reserves ^(a)	6	3
Total	392	565
Total availability under Revolving Credit Facility and collective collateral facilities ^(b)	4,950	4,278
Total liquidity, excluding funds deposited by counterparties	\$ 5,342	\$ 4,843

(a) Includes reserves primarily for debt service, performance obligations and capital expenditures

(b) Total capacity of Revolving Credit Facility and collective collateral facilities was \$7.9 billion and \$7.4 billion as of June 30, 2024 and December 31, 2023, respectively.

For the six months ended June 30, 2024, total liquidity, excluding funds deposited by counterparties, increased by \$499 million. Changes in cash and cash equivalent balances are further discussed hereinafter under the heading *Cash Flow Discussion*. Cash and cash equivalents at June 30, 2024 were predominantly held in bank deposits.

Management believes that the Company's liquidity position and cash flows from operations will be adequate to finance operating and maintenance capital expenditures, to fund dividends, and to fund other liquidity commitments in the short and long-term. Management continues to regularly monitor the Company's ability to finance the needs of its operating, financing and investing activity within the dictates of prudent balance sheet management.

The Company remains committed to maintaining a strong balance sheet and continues to work to achieve investment grade credit metrics over time primarily through debt reduction and the realization of growth initiatives.

Credit Ratings

On March 18, 2024, Standard and Poor's ("S&P") affirmed the Company's issuer credit rating of BB and changed the rating outlook from Stable to Positive.

Liquidity

The principal sources of liquidity for NRG's operating and capital expenditures are expected to be derived from cash on hand, cash flows from operations and financing arrangements. As described in Note 7, *Long-term Debt and Finance Leases*, to this Form 10-Q, the Company's financing arrangements consist mainly of the Senior Notes, Convertible Senior Notes, Senior Secured First Lien Notes, Revolving Credit Facility, Term Loan Facility, the Receivables Securitization Facilities and tax-exempt bonds. The Company also issues letters of credit through bilateral letter of credit facilities and the P-Caps letter of credit facility. As part of the acquisition of Vivint Smart Home on March 10, 2023, NRG acquired Vivint's existing debt, which includes senior secured notes, senior notes and a senior secured term-loan.

The Company's requirements for liquidity and capital resources, other than for operating its facilities, can generally be categorized by the following: (i) market operations activities; (ii) debt service obligations, as described in Note 7, *Long-term Debt and Finance Leases*; (iii) capital expenditures, including maintenance, environmental, and investments and integration; and (iv) allocations in connection with acquisition opportunities, debt repayments, share repurchases and dividend payments to stockholders, as described in Note 9, *Changes in Capital Structure*.

Planned sale of Airtron

On August 3, 2024, the Company entered into a definitive agreement to sell its Airtron business unit for total proceeds of \$500 million, subject to standard purchase price adjustments. Airton is a leading provider of HVAC systems for residential new construction homes and was acquired as part of the Direct Energy acquisition in 2021. The transaction is subject to regulatory approval under the Hart Scott Rodino act and is expected to close by the end of 2024.

Senior Credit Facility

On April 16, 2024, the Company, as borrower, and certain of its subsidiaries, as guarantors, entered into the Eighth Amendment with, among others, Citicorp North America, Inc., as the Agent and as collateral agent, and certain financial institutions, as lenders, which amended the Credit Agreement, in order to (i) establish a new Term Loan Facility with borrowings of \$875 million in aggregate principal amount and the Term Loans and (ii) make certain other modifications to the Credit Agreement as set forth therein. The proceeds from the Term Loans were used to repay a portion of the Company's Convertible Senior notes, all of the Company's 3.750% senior secured first lien notes due 2024 and for general corporate purposes.

At the Company's election, the Term Loans bear interest at a rate per annum equal to either (1) a fluctuating rate equal to the highest of (A) the rate published by the Federal Reserve Bank of New York in effect on such day, plus 0.50%, (B) the rate of interest per annum publicly announced from time to time by The Wall Street Journal as the "Prime Rate" in the United States, and (C) a rate of one-month Term SOFR (as defined in the Credit Agreement) (after giving effect to any floor applicable to Term SOFR), in each case, plus a margin of 1.00% or (2) Term SOFR (as defined in the Credit Agreement) (which Term SOFR shall not be less than 0.00%) for a one-, three- or six-month interest period (or such other period as agreed to by the Agent and the lenders, as selected by the Company), plus a margin of 2.00%.

On April 22, 2024, the Company, as borrower, and certain of its subsidiaries, as guarantors, entered into the Ninth Amendment to its Revolving Credit Facility to extend the maturity date of a portion of the revolving commitments thereunder to February 14, 2028. For further discussion, see Note 7, *Long-term Debt and Finance Leases*.

Convertible Senior Notes

As of July 1, 2024, the Company's Convertible Senior Notes are convertible during the quarterly period ending September 30, 2024 due to the satisfaction of the Common Stock Sale Price Condition. For further discussion, see Note 7, *Long-term Debt and Finance Leases*.

During the six months ended June 30, 2024, the Company completed repurchases of a portion of the Convertible Senior Notes using cash on hand and a portion of the proceeds from the Term Loans, as detailed in the table below. For the six months ended June 30, 2024, a \$260 million loss on debt extinguishment was recorded.

(In millions, except percentages)

Settlement Period	Principal Repurchased	Cash Paid ^(a)	Average Repurchase Percentage
March 2024	\$ 92	\$ 151	162.356%
April 2024	251	452	179.454%
Total Repurchases	\$ 343	\$ 603	

(a) Includes accrued interest of \$1 million and \$2 million for the March and April repurchases, respectively

During the second quarter of 2024, the Company entered into privately negotiated capped call transactions with certain counterparties. The Capped Calls have a cap price of \$249.00 per share, subject to certain adjustments, and effectively lock in a conversion premium of \$257 million on the remaining \$232 million balance of the Convertible Senior Notes. The option price of \$257 million was incurred when the Company entered into the Capped Calls, which will be payable upon the earlier of settlement and expiration of the applicable Capped Calls. For further discussion see Note 9, *Changes in Capital Structure*.

Receivables Securitization Facilities

On June 21, 2024, NRG Receivables, amended its existing Receivables Facility to, among other things, (i) extend the scheduled termination date to June 20, 2025, (ii) increase the aggregate commitments from \$1.4 billion to \$2.3 billion (adjusted seasonally) and (iii) add a new originator. As of June 30, 2024, there were no outstanding borrowings and there were \$1.1 billion in letters of credit issued.

Also on June 21, 2024, the Additional Originator entered into the Joinder Agreement to join as Additional Originator to the Receivables Sale Agreement, dated as of September 22, 2020, among Direct Energy, LP, Direct Energy Business, LLC, Green Mountain Energy Company, NRG Business Marketing, LLC, Reliant Energy Northeast LLC, Reliant Energy Retail Services, LLC, Stream SPE, Ltd., US Retailers LLC and XOOM Energy Texas, LLC, as Originators, NRG Retail, as the servicer, and the Receivables Sale Agreement. Pursuant to the Joinder Agreement, the Additional Originator agrees to be bound by the terms of the Receivables Sale Agreement, will sell to NRG Receivables substantially all of its Receivables and in connection therewith have transferred to NRG Receivables the deposit accounts into which the proceeds of such Receivables are paid.

Concurrently with the amendments to the Receivables Facility, the Company and the originators thereunder terminated the existing uncommitted Repurchase Facility.

Senior Secured First Lien Note Repayment

During the six months ended June 30, 2024, the Company repaid \$600 million in aggregate principal amount of its 3.750% Senior Secured First Lien Notes due 2024.

Vivint Term Loan Repricing

On April 10, 2024, Vivint, entered into the Second Amendment with, among others, the Vivint Agent, and certain financial institutions, as lenders, which amended the Vivint Credit Agreement, in order to (i) reprice its term loan B facility (the term loans thereunder, the "Vivint Term Loans") and (ii) make certain other changes to the Vivint Credit Agreement.

From and after the closing of the Second Amendment, at Vivint's election, the Vivint Term Loans will bear interest at a rate per annum equal to either (1) a fluctuating rate equal to the highest of (A) the rate published by the Federal Reserve Bank of New York in effect on such day, plus 0.50%, (B) the rate of interest per annum publicly announced from time to time by The Wall Street Journal as the "Prime Rate" in the United States, and (C) a rate of one-month Term SOFR (as defined in the Vivint Credit Agreement), (after giving effect to any floor applicable to Term SOFR) plus 1.00% in each case, plus a margin of 1.75%, or (2) Term SOFR (as defined in the Vivint Credit Agreement) (which Term SOFR shall not be less than 0.50%) for a one-, three- or six-month interest period or such other period as agreed to by the Vivint Agent and the lenders, as selected by Vivint, plus a margin of 2.75%.

Debt Reduction

The Company intends to spend approximately \$500 million reducing debt during 2024 to maintain its targeted credit metrics. The Company intends to fund the debt reduction from cash from operations. Through June 30, 2024, as part of the 2024 capital allocation plan, the Company has spent \$325 million on the planned debt reduction.

Market Operations

The Company's market operations activities require a significant amount of liquidity and capital resources. These liquidity requirements are primarily driven by: (i) margin and collateral posted with counterparties; (ii) margin and collateral required to participate in physical markets and commodity exchanges; (iii) timing of disbursements and receipts (e.g., buying energy before receiving retail revenues); and (iv) initial collateral for large structured transactions. As of June 30, 2024, the Company had total cash collateral outstanding of \$384 million and \$2.9 billion outstanding in letters of credit to third parties primarily to support its market activities. As of June 30, 2024, total funds deposited by counterparties were \$688 million in cash and \$801 million of letters of credit.

Future liquidity requirements may change based on the Company's hedging activities and structures, fuel purchases, and future market conditions, including forward prices for energy and fuel and market volatility. In addition, liquidity requirements depend on the Company's credit ratings and general perception of its creditworthiness.

First Lien Structure

NRG has the capacity to grant first liens to certain counterparties on a substantial portion of the Company's assets, subject to various exclusions including NRG's assets that have project-level financing and the assets of certain non-guarantor subsidiaries, to reduce the amount of cash collateral and letters of credit that it would otherwise be required to post from time to time to support its obligations under out-of-the-money hedge agreements. The first lien program does not limit the volume that can be hedged, or the value of underlying out-of-the-money positions. The first lien program also does not require NRG to post collateral above any threshold amount of exposure. The first lien structure is not subject to unwind or termination upon a ratings downgrade of a counterparty and has no stated maturity date.

The Company's first lien counterparties may have a claim on its assets to the extent market prices differ from the hedged prices. As of June 30, 2024, all hedges under the first liens were in-the-money on a counterparty aggregate basis.

Capital Expenditures

The following table summarizes the Company's capital expenditures for maintenance, environmental and growth investments for the six months ended June 30, 2024, and the estimated forecast for the remainder of the year.

(In millions)	Investments and			Total
	Maintenance	Environmental	Integration	
Texas	\$ 101	\$ 8	\$ 16	\$ 125
West/Services/Other	9	—	1	10
Vivint Smart Home	8	—	2	10
Corporate	8	—	19	27
Total cash capital expenditures for the six months ended June 30, 2024	126	8	38	172
Integration operating expenses and cost to achieve	—	—	32	32
Investments	—	—	90	90
Total cash capital expenditures and investments for the six months ended June 30, 2024	\$ 126	\$ 8	\$ 160	\$ 294
Estimated cash capital expenditures and investments for the remainder of 2024 ^(a)	184	17	175	376
Estimated full year 2024 cash capital expenditures and investments	\$ 310	\$ 25	\$ 335	\$ 670

(a) Excludes capital expenditures related to brownfield development projects that were submitted to the Texas Energy Fund

Investments and Integration for the six months ended June 30, 2024 include growth expenditures, integration, small book acquisitions and other investments.

Environmental Capital Expenditures

NRG estimates that environmental capital expenditures from 2024 through 2028 required to comply with environmental laws will be approximately \$62 million, primarily driven by the cost of complying with ELG at the Company's coal units in Texas.

Share Repurchases

On June 22, 2023, NRG revised its long-term capital allocation policy to target allocating approximately 80% of cash available for allocation after debt reduction to be returned to shareholders. As part of the revised capital allocation framework, the Company announced an increase to its share repurchase authorization to \$2.7 billion, to be executed through 2025.

During the six months ended June 30, 2024, the Company completed \$90 million of open market share repurchases at an average price of \$80.76 per share. Through July 31, 2024, an additional \$86 million of share repurchases were executed at an average price of \$76.27 per share. As of July 31, 2024, \$1.4 billion is remaining under the \$2.7 billion authorization. See Note 9, *Changes in Capital Structure* for additional discussion.

Common Stock Dividends

During the first quarter of 2024, NRG increased the annual dividend to \$1.63 from \$1.51 per share and expects to target an annual dividend growth rate of 7%-9% per share in subsequent years. A quarterly dividend of \$0.4075 per share was paid on the Company's common stock during the three months ended June 30, 2024. On July 19, 2024, NRG declared a quarterly dividend on the Company's common stock of \$0.4075 per share, payable on August 15, 2024 to stockholders of record as of August 1, 2024.

Series A Preferred Stock Dividends

During the quarter ended March 31, 2024, the Company declared and paid a semi-annual 10.25% dividend of \$51.25 per share on its outstanding Series A Preferred Stock, totaling \$33 million.

Obligations under Certain Guarantees

NRG and its subsidiaries enter into various contracts that include indemnifications and guarantee provisions as a routine part of the Company's business activities. For further discussion, see Note 27, *Guarantees*, to the Company's 2023 Form 10-K.

Obligations Arising Out of a Variable Interest in an Unconsolidated Entity

Variable interest in equity investments — NRG's investment in Ivanpah is a variable interest entity for which NRG is not the primary beneficiary. NRG's pro-rata share of non-recourse debt was approximately \$461 million as of June 30, 2024. This indebtedness may restrict the ability of Ivanpah to issue dividends or distributions to NRG.

Contractual Obligations and Market Commitments

NRG has a variety of contractual obligations and other market commitments that represent prospective cash requirements in addition to the Company's capital expenditure programs, as disclosed in the Company's 2023 Form 10-K. See also Note 7, *Long-term Debt and Finance Leases*, and Note 14, *Commitments and Contingencies*, to this Form 10-Q for a discussion of new commitments and contingencies that also include contractual obligations and market commitments that occurred during the three and six months ended June 30, 2024.

Cash Flow Discussion

The following table reflects the changes in cash flows for the six month ended June 30, 2024 and 2023, respectively:

(In millions)	Six months ended June 30,		Change
	2024	2023	
Cash provided/(used) by operating activities	\$ 1,323	\$ (1,028)	\$ 2,351
Cash used by investing activities	(201)	(2,502)	2,301
Cash (used)/provided by financing activities	(691)	2,162	(2,853)

Cash provided/(used) by operating activities

Changes to cash provided/(used) by operating activities were driven by:

	(In millions)
Changes in cash collateral in support of risk management activities due to change in commodity prices	\$ 2,015
Increase in operating income/loss adjusted for other non-cash items	542
Decrease in working capital primarily related to the payout of the Company's annual incentive plan in 2024 reflecting financial outperformance for 2023	(173)
Other	(33)
	<u>\$ 2,351</u>

Cash used by investing activities

Changes to cash provided/(used) by investing activities were driven by:

	(In millions)
Decrease in cash paid for acquisitions primarily due to the acquisition of Vivint Smart Home in March 2023	\$ 2,466
Decrease in proceeds from sale of assets primarily due to the sale of the land and related assets from the Astoria site in January 2023	(218)
Decrease in capital expenditures	152
Decrease in insurance proceeds for property, plant and equipment, net	(118)
Increase due to fewer purchases of emissions allowances, net of sales	14
Other	5
	<u>\$ 2,301</u>

Cash (used)/provided by financing activities

Changes to cash (used)/provided by financing activities were driven by:

	(In millions)
Decrease due to repayments of long-term debt and finance leases	\$ (946)
Decrease in proceeds from Revolving Credit Facility and Receivables Securitization Facilities in 2023	(700)
Decrease in proceeds due to the issuance of preferred stock in 2023	(635)
Decrease in net receipts from settlement of acquired derivatives	(330)
Decrease primarily due to debt extinguishment costs in 2024	(247)
Increase in proceeds due to the issuance of long-term debt	144
Decrease due to payments for share repurchase activity	(109)
Increase in payments of dividends primarily due to preferred stock	(30)
	\$ (2,853)

NOLs, Deferred Tax Assets and Uncertain Tax Position Implications, under ASC 740

For the six months ended June 30, 2024, the Company had domestic pre-tax book income of \$1.8 billion and foreign pre-tax book loss of \$100 million. As of December 31, 2023, the Company had cumulative U.S. Federal NOL carryforwards of \$8.4 billion, of which \$6.4 billion do not have an expiration date, and cumulative state NOL carryforwards of \$6.4 billion for financial statement purposes. NRG also has cumulative foreign NOL carryforwards of \$411 million, most of which do not have an expiration date. In addition to the above NOLs, NRG has a \$517 million indefinite carryforward for interest deductions, as well as \$317 million of tax credits to be utilized in future years. As a result of the Company's tax position, including the utilization of federal and state NOLs, and based on current forecasts, the Company anticipates net income tax payments due to federal, state and foreign jurisdictions of up to \$160 million in 2024. As of June 30, 2024, NRG as an applicable corporation is subject to the CAMT and expects to claim a CAMT credit in future years. The Company has reflected the impact of the CAMT in its current and deferred taxes. There is no CAMT impact to NRG's effective income tax rate.

As of June 30, 2024, the Company has \$64 million of tax-effected uncertain federal and state tax benefits, for which the Company has recorded a non-current tax liability of \$67 million (inclusive of accrued interest) until final resolution is reached with the related taxing authority.

On December 31, 2021, the OECD released rules which set forth a common approach to a global minimum tax at 15% for multinational companies, which has been enacted into law by certain countries effective for 2024. The Company's preliminary analysis indicates that there is no material impact to the Company's financial statements from these rules.

The Company is no longer subject to U.S. federal income tax examinations for years prior to 2020. With few exceptions, state and Canadian income tax examinations are no longer open for years prior to 2015.

Deferred tax assets and valuation allowance

Net deferred tax balance — As of June 30, 2024 and December 31, 2023, NRG recorded a net deferred tax asset, excluding valuation allowance, of \$2.1 billion and \$2.5 billion, respectively. The Company believes certain state net operating losses may not be realizable under the more-likely-than-not measurement and as such, a valuation allowance was recorded as of June 30, 2024 and December 31, 2023 as discussed below.

NOL Carryforwards — As of June 30, 2024, the Company had a tax-effected cumulative U.S. NOLs consisting of carryforwards for federal and state income tax purposes of \$1.8 billion and \$367 million, respectively. The Company estimates it will need to generate future taxable income to fully realize the net federal deferred tax asset before the expiration of certain carryforwards commences in 2030. In addition, NRG has tax-effected cumulative foreign NOL carryforwards of \$106 million.

Valuation Allowance — As of June 30, 2024 and December 31, 2023, the Company's tax-effected valuation allowance was \$271 million and \$275 million, respectively, consisting of state NOL carryforwards and foreign NOL carryforwards. The valuation allowance was recorded based on the assessment of cumulative and forecasted pre-tax book earnings and the future reversal of existing taxable temporary differences.

Guarantor Financial Information

As of June 30, 2024, the Company's outstanding registered senior notes consisted of \$375 million of the 2027 Senior Notes and \$821 million of the 2028 Senior Notes as shown in Note 7, *Long-term Debt and Finance Leases*. These Senior Notes are guaranteed by certain of NRG's current and future 100% owned domestic subsidiaries, or guarantor subsidiaries (the "Guarantors"). See Exhibit 22.1 to this Form 10-Q for a listing of the Guarantors. These guarantees are both joint and several.

NRG conducts much of its business through and derives much of its income from its subsidiaries. Therefore, the Company's ability to make required payments with respect to its indebtedness and other obligations depends on the financial results and condition of its subsidiaries and NRG's ability to receive funds from its subsidiaries. There are no restrictions on the ability of any of the Guarantors to transfer funds to NRG. Other subsidiaries of the Company do not guarantee the registered debt securities of either NRG Energy, Inc or the Guarantors (such subsidiaries are referred to as the "Non-Guarantors"). The Non-Guarantors include all of NRG's foreign subsidiaries and certain domestic subsidiaries.

The following tables present summarized financial information of NRG Energy, Inc. and the Guarantors in accordance with Rule 3-10 under the SEC's Regulation S-X. The financial information may not necessarily be indicative of the results of operations or financial position of NRG Energy, Inc. and the Guarantors in accordance with U.S. GAAP.

The following table presents the summarized statement of operations:

(In millions)	Six months ended June 30, 2024	
Revenue ^(a)	\$	11,664
Operating income ^(b)		2,291
Total other expense		(430)
Income before income taxes		1,861
Net Income		1,341

(a) Intercompany transactions with Non-Guarantors of \$1 million during the six months ended June 30, 2024

(b) Intercompany transactions with Non-Guarantors including cost of operations of \$44 million and selling, general and administrative of \$122 million during the six months ended June 30, 2024

The following table presents the summarized balance sheet information:

(In millions)	June 30, 2024	
Current assets ^(a)	\$	6,363
Property, plant and equipment, net		1,235
Non-current assets		12,481
Current liabilities ^(b)		6,844
Non-current liabilities		9,919

(a) Includes intercompany receivables due from Non-Guarantors of \$45 million as of June 30, 2024

(b) Includes intercompany payables due to Non-Guarantors of \$23 million as of June 30, 2024

Fair Value of Derivative Instruments

NRG may enter into power purchase and sales contracts, fuel purchase contracts and other energy-related financial instruments to mitigate variability in earnings due to fluctuations in spot market prices and to hedge fuel requirements at power plants or retail load obligations. In order to mitigate interest rate risk associated with the issuance of the Company's variable rate debt, NRG enters into interest rate swap agreements. In addition, in order to mitigate foreign exchange rate risk primarily associated with the purchase of U.S. dollar denominated natural gas for the Company's Canadian business, NRG enters into foreign exchange contract agreements.

Under Flex Pay, offered by Vivint Smart Home, subscribers pay for smart home products by obtaining financing from a third-party financing provider under the Consumer Financing Program. Vivint Smart Home pays certain fees to the Financing Providers and shares in credit losses depending on the credit quality of the subscriber.

NRG's trading activities are subject to limits in accordance with the Company's Risk Management Policy. These contracts are recognized on the balance sheet at fair value and changes in the fair value of these derivative financial instruments are recognized in earnings.

The following tables disclose the activities that include both exchange and non-exchange traded contracts accounted for at fair value in accordance with ASC 820, *Fair Value Measurements and Disclosures* ("ASC 820"). Specifically, these tables disaggregate realized and unrealized changes in fair value; disaggregate estimated fair values as of June 30, 2024, based on their level within the fair value hierarchy defined in ASC 820; and indicate the maturities of contracts at June 30, 2024. For a full discussion of the Company's valuation methodology of its contracts, see *Derivative Fair Value Measurements* in Note 5, *Fair Value of Financial Instruments*.

Derivative Activity Gains

	(In millions)
Fair Value of Contracts as of December 31, 2023	\$ 648
Contracts realized or otherwise settled during the period	471
Other changes in fair value	927
Fair Value of Contracts as of June 30, 2024	<u><u>\$ 2,046</u></u>

(In millions)	Fair Value of Contracts as of June 30, 2024					
	Maturity					
	1 Year or Less	Greater than 1 Year to 3 Years	Greater than 3 Years	Years to 5 Years	Years	Total Fair Value
Fair Value Hierarchy Gains/(Losses)						
Level 1	\$ 1	\$ 36	\$ —	\$ (2)	\$ 35	
Level 2	868	773	227	173	2,041	
Level 3	(13)	(27)	(10)	20	(30)	
Total	<u><u>\$ 856</u></u>	<u><u>\$ 782</u></u>	<u><u>\$ 217</u></u>	<u><u>\$ 191</u></u>	<u><u>\$ 2,046</u></u>	

The Company has elected to disclose derivative assets and liabilities on a trade-by-trade basis and does not offset amounts at the counterparty master agreement level. Also, collateral received or posted on the Company's derivative assets or liabilities are recorded on a separate line item on the balance sheet. Consequently, the magnitude of the changes in individual current and non-current derivative assets or liabilities is higher than the underlying credit and market risk of the Company's portfolio. As discussed in Item 3, *Quantitative and Qualitative Disclosures About Market Risk — Commodity Price Risk*, to this Form 10-Q, NRG measures the sensitivity of the Company's portfolio to potential changes in market prices using VaR, a statistical model which attempts to predict risk of loss based on market price and volatility. NRG's risk management policy places a limit on one-day holding period VaR, which limits the Company's net open position. As the Company's trade-by-trade derivative accounting results in a gross-up of the Company's derivative assets and liabilities, the net derivative asset and liability position is a better indicator of NRG's hedging activity. As of June 30, 2024, NRG's net derivative asset was \$2.0 billion, an increase to total fair value of \$1.4 billion as compared to December 31, 2023. This increase was primarily driven by gains in fair value and the roll-off of trades that settled during the period.

Based on a sensitivity analysis using simplified assumptions, the impact of a \$0.50 per MMBtu increase or decrease in natural gas prices across the term of the derivative contracts would result in a change of approximately \$2.1 billion in the net value of derivatives as of June 30, 2024.

Critical Accounting Estimates

NRG's discussion and analysis of the financial condition and results of operations are based upon the condensed consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements and related disclosures in compliance with GAAP requires the application of appropriate technical accounting rules and guidance as well as the use of estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. The application of appropriate technical accounting rules and guidance involves judgments regarding future events, including the likelihood of success of particular projects, legal and regulatory challenges, and the fair value of certain assets and liabilities. These judgments, in and of themselves, could materially affect the financial statements and disclosures based on varying assumptions, which may be appropriate to use. In addition, the financial and operating environment may also have a significant effect, not only on the operation of the business, but on the results reported through the application of accounting measures used in preparing the financial statements and related disclosures, even if the nature of the accounting policies has not changed.

NRG evaluates these estimates, on an ongoing basis, utilizing historic experience, consultation with experts and other methods the Company considers reasonable. In any event, actual results may differ substantially from the Company's estimates. Any effects on the Company's business, financial position or results of operations resulting from revisions to these estimates are recorded in the period in which the information that gives rise to the revision becomes known.

The Company identifies its most critical accounting estimates as those that are the most pervasive and important to the portrayal of the Company's financial position and results of operations, and require the most difficult, subjective and/or complex judgments by management regarding estimates about matters that are inherently uncertain.

The Company's critical accounting estimates are described in Part II, Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, in the Company's 2023 Form 10-K. There have been no material changes to the Company's critical accounting estimates since the 2023 Form 10-K.

ITEM 3 — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

NRG is exposed to several market risks in the Company's normal business activities. Market risk is the potential loss that may result from market changes associated with the Company's retail operations, merchant power generation or with existing or forecasted financial or commodity transactions. The types of market risks the Company is exposed to are commodity price risk, credit risk, liquidity risk, interest rate risk and currency exchange risk. The following disclosures about market risk provide an update to, and should be read in conjunction with, Item 7A, *Quantitative and Qualitative Disclosures About Market Risk*, of the Company's 2023 Form 10-K.

Commodity Price Risk

Commodity price risks result from exposures to changes in spot prices, forward prices, volatilities and correlations between various commodities, such as natural gas, electricity, coal, oil and emissions credits. NRG manages the commodity price risk of the Company's load serving obligations and merchant generation operations by entering into various derivative or non-derivative instruments to hedge the variability in future cash flows from forecasted sales and purchases of energy and fuel. NRG measures the risk of the Company's portfolio using several analytical methods, including sensitivity tests, scenario tests, stress tests, position reports and VaR. NRG uses a Monte Carlo simulation based VaR model to estimate the potential loss in the fair value of its energy assets and liabilities, which includes generation assets, gas transportation and storage assets, load obligations and bilateral physical and financial transactions, based on historical and forward values for factors such as customer demand, weather, commodity availability and commodity prices. The Company's VaR model is based on a one-day holding period at a 95% confidence interval for the forward 36 months, not including the spot month. The VaR model is not a complete picture of all risks that may affect the Company's results. Certain events such as counterparty defaults, regulatory changes, and extreme weather and prices that deviate significantly from historically observed values are not reflected in the model.

The following table summarizes average, maximum and minimum VaR for NRG's commodity portfolio, calculated using the VaR model for the three and six months ended June 30, 2024 and 2023:

(In millions)	2024		2023	
VaR as of June 30,	\$ 57		\$ 62	
Three months ended June 30,				
Average	\$ 66		\$ 63	
Maximum		75		78
Minimum		55		46
Six months ended June 30,				
Average	\$ 63		\$ 67	
Maximum		75		82
Minimum		51		46

The Company also uses VaR to estimate the potential loss of derivative financial instruments that are subject to mark-to-market accounting. These derivative instruments include transactions that were entered into for both asset management and trading purposes. The VaR for the derivative financial instruments calculated using the diversified VaR model for the entire term of these instruments entered into for both asset management and trading, was \$194 million, as of June 30, 2024, primarily driven by asset-backed and hedging transactions.

Credit Risk

Credit risk relates to the risk of loss resulting from non-performance or non-payment by counterparties pursuant to the terms of their contractual obligations. NRG is exposed to counterparty credit risk through various activities including wholesale sales, fuel purchases and retail supply arrangements, and retail customer credit risk through its retail sales. Counterparty credit risk and retail customer credit risk are discussed below. See Note 6, *Accounting for Derivative Instruments and Hedging Activities*, to this Form 10-Q for discussion regarding credit risk contingent features.

Counterparty Credit Risk

The Company's counterparty credit risk policies are disclosed in its 2023 Form 10-K. As of June 30, 2024, counterparty credit exposure, excluding credit exposure from RTOs, ISOs, registered commodity exchanges and certain long-term agreements, was \$2.6 billion and NRG held collateral (cash and letters of credit) against those positions of \$1.3 billion, resulting in a net exposure of \$1.4 billion. NRG periodically receives collateral from counterparties in excess of their exposure. Collateral amounts shown include such excess while net exposure shown excludes excess collateral received. Approximately 61% of the Company's exposure before collateral is expected to roll off by the end of 2025. Counterparty credit exposure is valued through observable market quotes and discounted at a risk free interest rate. The following tables highlight net

counterparty credit exposure by industry sector and by counterparty credit quality. Net counterparty credit exposure is defined as the aggregate net asset position for NRG with counterparties where netting is permitted under the enabling agreement and includes all cash flow, mark-to-market and NPNS, and non-derivative transactions. The exposure is shown net of collateral held and includes amounts net of receivables or payables.

	Net Exposure ^{(a)(b)}
	(% of Total)
Category by Industry Sector	
Utilities, energy merchants, marketers and other	79 %
Financial institutions	21
Total as of June 30, 2024	100 %

	Net Exposure ^{(a)(b)}
	(% of Total)
Category by Counterparty Credit Quality	
Investment grade	54 %
Non-investment grade/Non-Rated	46
Total as of June 30, 2024	100 %

(a) Counterparty credit exposure excludes coal transportation contracts because of the unavailability of market prices

(b) The figures in the tables above exclude potential counterparty credit exposure related to RTOs, ISOs, registered commodity exchanges and certain long-term contracts

The Company currently has exposure to two wholesale counterparties in excess of 10% of total net exposure discussed above as of June 30, 2024. Changes in hedge positions and market prices will affect credit exposure and counterparty concentration.

RTOs and ISOs

The Company participates in the organized markets of CAISO, ERCOT, AESO, IESO, ISO-NE, MISO, NYISO and PJM, known as RTOs or ISOs. Trading in the majority of these markets is approved by FERC, whereas in the case of ERCOT, it is approved by the PUCT, and whereas in the case of AESO and IESO, both exist provincially with AESO primarily subject to Alberta Utilities Commission and the IESO to the Ontario Energy Board. These ISOs may include credit policies that, under certain circumstances, require that losses arising from the default of one member on spot market transactions be shared by the remaining participants. As a result, the counterparty credit risk to these markets is limited to NRG's share of the overall market and are excluded from the above exposures.

Exchange Traded Transactions

The Company enters into commodity transactions on registered exchanges, notably ICE, NYMEX and Nodal. These clearinghouses act as the counterparty and transactions are subject to extensive collateral and margining requirements. As a result, these commodity transactions have limited counterparty credit risk.

Long-Term Contracts

Counterparty credit exposure described above excludes credit risk exposure under certain long-term contracts, primarily solar under Renewable PPAs. As external sources or observable market quotes are not always available to estimate such exposure, the Company values these contracts based on various techniques including, but not limited to, internal models based on a fundamental analysis of the market and extrapolation of observable market data with similar characteristics. Based on these valuation techniques, as of June 30, 2024, aggregate credit risk exposure managed by NRG to these counterparties was approximately \$962 million for the next five years.

Retail Customer Credit Risk

The Company is exposed to retail credit risk through the Company's retail electricity and gas providers as well as through Vivint Smart Home, which serve both Home and Business customers. Retail credit risk results in losses when a customer fails to pay for services rendered. The losses may result from both non-payment of customer accounts receivable and the loss of in-the-money forward value. The Company manages retail credit risk through the use of established credit policies, which include monitoring of the portfolio and the use of credit mitigation measures such as deposits or prepayment arrangements.

As of June 30, 2024, the Company's retail customer credit exposure to Home and Business customers was diversified across many customers and various industries, as well as government entities. Current economic conditions may affect the Company's customers' ability to pay their bills in a timely manner or at all, which could increase customer delinquencies and may lead to an increase in credit losses.

Liquidity Risk

Liquidity risk arises from the general funding needs of the Company's activities and in the management of the Company's assets and liabilities. The Company is currently exposed to additional collateral posting if natural gas prices decline, primarily due to the long natural gas equivalent position at various exchanges used to hedge NRG's retail supply load obligations.

Based on a sensitivity analysis for power and gas positions under marginable contracts as of June 30, 2024, a \$0.50 per MMBtu decrease in natural gas prices across the term of the marginable contracts would cause an increase in margin collateral posted of approximately \$857 million and a 1.00 MMBtu/MWh decrease in heat rates for heat rate positions would result in an increase in margin collateral posted of approximately \$190 million. This analysis uses simplified assumptions and is calculated based on portfolio composition and margin-related contract provisions as of June 30, 2024.

Interest Rate Risk

NRG is exposed to fluctuations in interest rates through its issuance of variable rate debt. Exposures to interest rate fluctuations may be mitigated by entering into derivative instruments known as interest rate swaps, caps, collars and put or call options. These contracts reduce exposure to interest rate volatility and result in primarily fixed rate debt obligations when taking into account the combinations of the variable rate debt and the interest rate derivative instrument. NRG's management policies allow the Company to reduce interest rate exposure from variable rate debt obligations. In the first quarter of 2024, the Company entered into interest rate swaps with a total nominal value of \$700 million extending through 2029 to hedge the floating rate of the Term Loans. Additionally, as of June 30, 2024, the Company had \$1.0 billion of interest rate swaps extending through 2027 to hedge the floating rate on the Vivint Term Loans.

As of June 30, 2024, the fair value and related carrying value of the Company's debt was \$10.6 billion and \$10.7 billion, respectively. NRG estimates that a 1% decrease in market interest rates would have increased the fair value of the Company's long-term debt as of June 30, 2024 by \$535 million.

Currency Exchange Risk

NRG is subject to transactional exchange rate risk from transactions with customers in countries outside of the United States, primarily within Canada, as well as from intercompany transactions between affiliates. Transactional exchange rate risk arises from the purchase and sale of goods and services in currencies other than the Company's functional currency or the functional currency of an applicable subsidiary. NRG hedges a portion of its forecasted currency transactions with foreign exchange forward contracts. As of June 30, 2024, NRG is exposed to changes in foreign currency primarily associated with the purchase of U.S. dollar denominated natural gas for its Canadian business and entered into foreign exchange contracts with a notional amount of \$429 million.

The Company is subject to translation exchange rate risk related to the translation of the financial statements of its foreign operations into U.S. dollars. Costs incurred and sales recorded by subsidiaries operating outside of the United States are translated into U.S. dollars using exchange rates effective during the respective period. As a result, the Company is exposed to movements in the exchange rates of various currencies against the U.S. dollar, primarily the Canadian and Australian dollars. A hypothetical 10% appreciation in major currencies relative to the U.S. dollar as of June 30, 2024 would have resulted in a decrease of \$8 million to net income within the consolidated statement of operations.

ITEM 4 — CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of NRG's management, including its principal executive officer, principal financial officer and principal accounting officer, NRG conducted an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures, as such term is defined in Rules 13a-15(e) or 15d-15(e) of the Exchange Act. Based on this evaluation, the Company's principal executive officer, principal financial officer and principal accounting officer concluded that the disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q.

Changes in Internal Control over Financial Reporting

There were no changes in NRG's internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) that occurred in the quarter ended June 30, 2024 that materially affected, or are reasonably likely to materially affect, NRG's internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1 — LEGAL PROCEEDINGS

For a discussion of material legal proceedings in which NRG was involved through June 30, 2024, see Note 14, *Commitments and Contingencies*, to this Form 10-Q.

ITEM 1A — RISK FACTORS

During the six months ended June 30, 2024, there were no material changes to the Risk Factors disclosed in Part I, Item 1A, *Risk Factors*, of the Company's 2023 Form 10-K.

ITEM 2 — UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below sets forth the information with respect to purchases made by or on behalf of NRG or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Exchange Act), of NRG's common stock during the quarter ended June 30, 2024.

For the three months ended June 30, 2024	Total Number of Shares Purchased	Average Price Paid per Share ^(b)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions) ^{(a)(c)}
Month #1				
(April 1, 2024 to April 30, 2024)	—	\$ —	—	\$ 1,550
Month #2				
(May 1, 2024 to May 31, 2024)	1,114,400	\$ 80.76	1,114,400	\$ 1,460
Month #3				
(June 1, 2024 to June 30, 2024)	—	\$ —	—	\$ 1,460
Total at June 30, 2024	1,114,400	\$ 80.76	1,114,400	

(a) On June 22, 2023, the Company announced that the Board of Directors has authorized \$2.7 billion for share repurchases to be executed through 2025, as part of NRG's long-term capital allocation policy. The program began following the announcement in 2023 and is subject to the availability of excess cash and full visibility of the achievement of the Company's target credit metrics

(b) The average price paid per share excludes excise tax and commissions of \$0.015 to \$0.02 per share paid in connection with the open market share repurchases

(c) Includes commissions of \$0.015 to \$0.02 per share paid in connection with the open market share repurchases

ITEM 3 — DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 — MINE SAFETY DISCLOSURES

There have been no events that are required to be reported under this Item.

ITEM 5 — OTHER INFORMATION

During the three months ended June 30, 2024, the following directors or officers of the Company adopted or terminated a 'Rule 10b5-1 trading arrangement' or 'non-Rule 10b5-1 trading arrangement,' as each term is defined in Item 408(a) of Regulation S-K, as described in the table below:

Name	Title	Date Adopted	Character of Trading Arrangement	Aggregate Number of Shares of Common Stock to be Purchased or Sold		
				Pursuant to Trading Arrangement ^(a)	Duration	Date Terminated
Rasesh Patel	President, NRG Consumer	5/28/2024	Rule 10b5-1 Trading Arrangement	Up to 102,603 shares to be Sold	9/13/2024- 5/30/2025	N/A

(a) Potential sales may be subject to certain price limitations set forth in the 10b5-1 plans and therefore actual number of shares sold could vary if certain minimum stock prices are not met

ITEM 6 — EXHIBITS

Number	Description	Method of Filing
10.1	Amendment No. 4 to Receivables Loan and Servicing Agreement, dated as of June 21, 2024, among NRG Retail LLC, as Servicer, NRG Receivables LLC, as Borrower, NRG Energy, Inc., as Performance Guarantor, the Conduit Lenders, Committed Lenders, Facility Agents and LC Issuers party thereto, and Royal Bank of Canada, as administrative Agent, and included as Exhibit A-2 thereto a clean, conformed copy of the Receivables Loan and Servicing Agreement.	Incorporated herein by reference to Exhibit 10.1 to the Registrant's current report on Form 8-K filed on June 24, 2024.
10.2	Joinder Agreement, dated as of June 21, 2024, by Direct Energy Services, LLC, as an additional originator and consented to by NRG Receivables LLC, as Borrower, NRG Retail LLC, as Servicer, and Royal Bank of Canada, as administrative agent, to the Receivables Sale Agreement, dated as of September 22, 2020, among the Originators from time to time parties thereto, NRG Retail LLC, as Servicer, and NRG Receivables LLC.	Incorporated herein by reference to Exhibit 10.2 to the Registrant's current report on Form 8-K filed on June 24, 2024.
10.3*	The NRG Energy, Inc. Amended and Restated Long-Term Incentive Plan	Filed herewith.
10.4*	Employment Agreement, dated August 1, 2024 by and between NRG Energy, Inc. and Lawrence S. Coben	Incorporated herein by reference to Exhibit 10.1 to the Registrant's current report on Form 8-K filed on August 1, 2024.
22.1	List of Guarantor Subsidiaries	Filed herewith.
31.1	Rule 13a-14(a)/15d-14(a) certification of Lawrence S. Coben.	Filed herewith.
31.2	Rule 13a-14(a)/15d-14(a) certification of Woo-Sung Chung.	Filed herewith.
31.3	Rule 13a-14(a)/15d-14(a) certification of G. Alfred Spencer.	Filed herewith.
32	Section 1350 Certification.	Furnished herewith.
101 INS	Inline XBRL Instance Document.	The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.
101 SCH	Inline XBRL Taxonomy Extension Schema.	Filed herewith.
101 CAL	Inline XBRL Taxonomy Extension Calculation Linkbase.	Filed herewith.
101 DEF	Inline XBRL Taxonomy Extension Definition Linkbase.	Filed herewith.
101 LAB	Inline XBRL Taxonomy Extension Label Linkbase.	Filed herewith.
101 PRE	Inline XBRL Taxonomy Extension Presentation Linkbase.	Filed herewith.
104	Cover Page Interactive Data File (the cover page interactive data file does not appear in Exhibit 104 because it's Inline XBRL tags are embedded within the Inline XBRL document).	Filed herewith.

* Exhibit relates to compensation arrangements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NRG ENERGY, INC.
(Registrant)

/s/ LAWRENCE S. COBEN

Lawrence S. Coben
President and Chief Executive Officer
(Principal Executive Officer)

/s/ WOO-SUNG CHUNG

Woo-Sung Chung
Chief Financial Officer
(Principal Financial Officer)

/s/ G. ALFRED SPENCER

G. Alfred Spencer
Chief Accounting Officer
(Principal Accounting Officer)

Date: August 8, 2024

NRG ENERGY, INC.
AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN

(As Amended and Restated July 25, 2024)

1. Purpose.

This plan shall be known as the NRG Energy, Inc. Long-Term Incentive Plan (the Plan). The purpose of the Plan shall be to promote the long- term growth and profitability of NRG Energy, Inc., a Delaware corporation (the Company), and its Subsidiaries by (i) providing certain directors, officers and employees of, and certain other individuals who perform services for, or to whom an offer of employment has been extended by, the Company and its Subsidiaries with incentives to maximize shareholder value and otherwise contribute to the success of the Company and (ii) enabling the Company to attract, retain and reward the best available persons for positions of responsibility. Grants of Incentive Stock Options or Non-qualified Stock Options, stock appreciation rights ("SARs"), either alone or in tandem with options, restricted stock, restricted stock units, performance awards, deferred stock units or any combination of the foregoing may be made under the Plan. Notwithstanding any provision of the Plan, to the extent that any Award would be subject to Section 409A of the Code, no such Award may be granted if it would fail to comply with the requirements set forth in Section 409A of the Code and any regulations or guidance promulgated thereunder.

2. Definitions.

(a) "Awards" means grants of Incentive Stock Options or Non-qualified Stock Options, SARs, either alone or in tandem with options, restricted stock, restricted stock units, performance awards, deferred stock units or any combination of the foregoing made under the Plan.

(b) "Annual Fee" shall mean the cash portion of any annual fee to which a non-employee director is entitled under the Company's director compensation policy, as may be amended from time to time.

(c) "Board" means the board of directors of the Company.

(d) "Cause" unless otherwise defined in a Participant's Grant Agreement or in a Participant's written employment arrangements with the Company or any of its Subsidiaries in effect on the date of grant (as amended from time to time thereafter), means the occurrence of one or more of the following events:

- (i) Conviction of, or agreement to a plea of nolo contendere to, a felony, or any crime or offense lesser than a felony involving the property of the Company or a Subsidiary; or
- (ii) Conduct that has caused demonstrable and serious injury to the Company or a Subsidiary, monetary or otherwise; or
- (iii) Willful refusal to perform or substantial disregard of duties properly assigned, as determined by the Company; or

(iv) Breach of duty of loyalty to the Company or a Subsidiary or other act of fraud or dishonesty with respect to the Company or a Subsidiary; or

(v) Violation of the Company's code of conduct.

The definition of Cause set forth in a Participant's Grant Agreement shall control if such definition is different from the definition of Cause set forth in a Participant's written employment arrangements with the Company or any of its Subsidiaries.

(e) Change in Control unless otherwise defined in a Participant's Grant Agreement, means the occurrence of one of the following events:

(i) Any "person" (as that term is used in Sections 13 and 14(d)(2) of the Exchange Act or any successors thereto) becomes the "beneficial owner" (as that term is used in Section 13(d) of the Exchange Act or any successor thereto), directly or indirectly, of 50% or more of the Company's capital stock entitled to vote in the election of directors, excluding any "person" who becomes a "beneficial owner" in connection with a Business Combination (as defined in paragraph (iii) below) which does not constitute a Change in Control under said paragraph (iii); or

(ii) Persons who on the effective date of the plan of reorganization of the Company (the Commencement Date) constitute the Board (the Incumbent Directors) cease for any reason, including without limitation, as a result of a tender offer, proxy contest, merger or similar transaction, to constitute at least a majority thereof; provided that, any person becoming a director of the Company subsequent to the Commencement Date shall be considered an Incumbent Director if such person's election or nomination for election was approved by a vote of at least two-thirds (2/3) of the Incumbent Directors; but provided further that, any such person whose initial assumption of office is in connection with an actual or threatened election contest relating to the election of members of the Board or other actual or threatened solicitation of proxies or consents by or on behalf of a "person" (as defined in Sections 13(d) and 14(d) of the Exchange Act) other than the Board, including by reason of agreement intended to avoid or settle any such actual or threatened contest or solicitation, shall not be considered an Incumbent Director; or

(iii) Consummation of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company (a Business Combination), in each case, unless, following such Business Combination, all or substantially all of the individuals and entities who were the beneficial owners of outstanding voting securities of the Company immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the company resulting from such Business Combination (including, without limitation, a company which, as a result of such transaction, owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination, of the outstanding voting securities of the Company; or

(iv) The shareholders of the Company approve any plan or proposal for the liquidation or dissolution of the Company.

(f) Code means the Internal Revenue Code of 1986, as amended.

(g) Committee" means the Compensation Committee of the Board or such other committee which shall consist solely of two or more members of the Board, each of whom is (i) an "outside director" within the meaning of Treasury Regulation §1.162-27(e)(3); (ii) a non-employee director under Rule 16b-3 of the Exchange Act and (iii) an "independent director" under the rules of any national securities exchange on which the Common Stock is listed for trading; provided that, if for any reason the Committee shall not have been appointed by the Board to administer the Plan, all authority and duties of the Committee under the Plan shall be vested in and exercised by the Board, and the term "Committee" shall be deemed to mean the Board for all purposes herein.

(h) Common Stock" means the Common Stock, par value \$0.01 per share, of the Company, and any other shares into which such stock may be changed by reason of a recapitalization, reorganization, merger, consolidation or any other change in the corporate structure or capital stock of the Company.

(i) Disability" unless otherwise defined in a Participant's Grant Agreement, means a disability that would entitle an eligible Participant to payment of monthly disability payments under any Company long-term disability plan or as otherwise determined by the Committee.

(j) Exchange Act" means the Securities Exchange Act of 1934, as amended.

(k) Fair Market Value" of a share of Common Stock of the Company means, as of the date in question, and except as otherwise provided in any Grant Agreement entered into pursuant to agreements in effect as of the Commencement Date, the officially-quoted closing selling price of the stock (or if no selling price is quoted, the bid price) on the principal securities exchange on which the Common Stock is then listed for trading (including for this purpose the Nasdaq National Market) (the "Market") for the applicable trading day (or if there no closing price on such day because the Market is not open on such day, the last preceding day on which the Market was open) or, if the Common Stock is not then listed or quoted in the Market, the Fair Market Value shall be the fair value of the Common Stock determined in good faith by the Board and, in the case of an Incentive Stock Option, in accordance with Section 422 of the Code; provided, however, that when shares received upon exercise of an option are immediately sold in the open market, the net sale price received may be used to determine the Fair Market Value of any shares used to pay the exercise price or applicable withholding taxes and to compute the withholding taxes.

(l) Family Member" has the meaning given to such term in General Instructions A.1(a)(5) to Form S-8 under the Securities Act of 1933, as amended, and any successor thereto.

(m) Grant Agreement" means the written (whether in print or electronic form) agreement that each Participant to whom an Award is made under the Plan is required to enter into with the Company containing the terms and conditions of such grant as are determined by the Committee and consistent with the Plan.

(n) Incentive Stock Option" means an option conforming to the requirements of Section 422 of the Code and any successor thereto.

(o) Non-qualified Stock Option" means any stock option other than an Incentive Stock Option.

(p) "Participant" means any director, officer or employee of, or other individual performing services for, or to whom an offer of employment has been extended by, the Company or any Subsidiary who has been selected by the Committee to participate in the Plan (including a Participant located outside the United States).

(q) "Qualifying Termination" means, if such event occurs within the time period that is six (6) months immediately prior to, or twenty-four (24) months immediately following, a Change in Control, an involuntary termination of the Participant's employment by the Company for reasons other than Cause, death or Disability.

(r) "Reprice" means any transaction performed with the intent or effect of:

(i) reducing the exercise price of any outstanding option;

(ii) cancelling or exchanging outstanding options in exchange for cash, other Awards or replacement options, including through a tender offer process, with exercise prices that are less than the exercise price of the cancelled or exchanged options; or

(iii) any similar share exchange transaction involving outstanding Awards.

(s) "Retirement" (i) for any non-director, unless otherwise determined by the Committee, means (A) termination of service as a non-director after at least 10 years of service by such non-director and (B) attaining at least 55 years of age, and (ii) for any director, unless otherwise determined by the Committee, means termination of service as a director after at least five years of Board service by such director.

(t) "Subsidiary" means a corporation or other entity of which outstanding shares or ownership interests representing 50% or more of the combined voting power of such corporation or other entity entitled to elect the management thereof, or such lesser percentage as may be approved by the Committee, are owned directly or indirectly by the Company.

3. Administration.

The Plan shall be administered by the Committee. In no event, however, shall the Committee modify the distribution terms in any Award or Grant Agreement that has a feature for the deferral of compensation if such modification would result in taxes, additional interest and/or penalties pursuant to Code Section 409A. Subject to the provisions of the Plan, the Committee shall be authorized to (i) select persons to participate in the Plan, (ii) determine the form and substance of grants made under the Plan to each Participant, and the conditions and restrictions, if any, subject to which such grants will be made, (iii) determine the form and substance of the Grant Agreements reflecting the terms and conditions of each grant made under the Plan, (iv) certify that the conditions and restrictions applicable to any grant have been met, (v) modify the terms of grants made under the Plan, (vi) interpret the Plan and Grant Agreements entered into under the Plan, (vii) determine the duration and purposes for leaves of absence which may be granted to a Participant on an individual basis without constituting a termination of employment or services for purposes of the Plan, (viii) make any adjustments necessary or desirable in connection with grants made under the Plan to eligible Participants located outside the United States, (ix) adopt, amend, or rescind rules and regulations for the administration of the Plan, including, but not limited to, correcting any defect or supplying any

omission, or reconciling any inconsistency in the Plan or in any Grant Agreement, in the manner and to the extent it shall deem necessary or advisable, including so that the Plan and the operation of the Plan complies with Rule 16b-3 under the Exchange Act, the Code to the extent applicable and other applicable law and make such other determinations for carrying out the Plan as it may deem appropriate, and (x) exercise such powers and perform such acts as are deemed necessary or advisable to promote the best interests of the Company with respect to the Plan. Notwithstanding the foregoing, the Committee shall not take any of the following actions without shareholder approval, except as provided in Section 17: (i) reduce the exercise price following the grant of an option or SAR; (ii) exchange an option or SAR which has an exercise price that is greater than the Fair Market Value of a Share for cash or Shares or (iii) cancel an option or SAR in exchange for a replacement option or another Award with a lower exercise price. Decisions of the Committee on all matters relating to the Plan, any Award granted under the Plan and any Grant Agreement shall be in the Committee's sole discretion and shall be conclusive and binding on the Company, all Participants and all other parties, unless an arbitration or other provision is expressly provided in a Participant's Grant Agreement. The validity, construction, and effect of the Plan and any rules and regulations relating to the Plan shall be determined in accordance with applicable federal and state laws and rules and regulations promulgated pursuant thereto. No member of the Committee and no officer of the Company shall be liable for any action taken or omitted to be taken by such member, by any other member of the Committee or by any officer of the Company in connection with the performance of duties under the Plan, except for such person's own willful misconduct or as expressly provided by statute.

The expenses of the Plan shall be borne by the Company. The Plan shall not be required to establish any special or separate fund or make any other segregation of assets to assume the payment of any Award under the Plan, and rights to the payment of such Awards shall be no greater than the rights of the Company's general creditors.

4. Shares Available for the Plan

Subject to adjustments as provided in Section 17, an aggregate of 25,000,000 shares of Common Stock (the Shares) may be issued pursuant to the Plan. Such Shares may be in whole or in part authorized and unissued or held by the Company as treasury shares. If any grant under the Plan expires or terminates unexercised, becomes unexercisable or is forfeited as to any Shares, or is tendered or withheld as to any Shares in payment of the exercise price of the grant or the taxes payable with respect to the exercise, then such unpurchased, forfeited, tendered or withheld Shares shall thereafter be available for further grants under the Plan; provided, however, that such Shares shall not be available for further grants under the Plan

(i) in the case of options granted under the Plan, in the event related SARs are exercised or (ii) in the case of Shares withheld in payment of the taxes payable with respect to the exercise of a grant, if such Shares are in excess of the statutory minimum applicable withholding tax. With respect to SARs that are settled in Common Stock, upon settlement, only the number of shares of Common Stock delivered to a Participant upon the exercise of the SARs shall count against the number of Shares issued under the Plan. Any Award under the Plan settled in cash shall not be counted against the foregoing maximum share limitations. The maximum number of shares with respect to which Incentive Stock Options may be granted shall be 8,000,000. Shares issued under Awards granted in assumption, substitution or exchange for previously granted awards of a company acquired by the Company ("Substitute Awards") shall not reduce Shares available under Plan. Available shares under a stockholder approved plan of an acquired company (as appropriately adjusted to reflect such

acquisition) may be used for Awards under this Plan and shall not reduce the number of Shares available under this Plan, except as required by the rules of any applicable stock exchange.

Without limiting the generality of the foregoing provisions of this Section 4 or the generality of the provisions of Sections 3, 6, 7, 8, 9, 10, or 19 or any other section of this Plan, the Committee may, at any time or from time to time, and on such terms and conditions (that are consistent with and not in contravention of the other provisions of this Plan) as the Committee may determine, enter into Grant Agreements (or take other actions with respect to the Awards) for new Awards containing terms (including, without limitation, exercise prices) more (or less) favorable than the then-outstanding Awards.

5. **Participation and Per Person Award Limitations**

Participation in the Plan shall be limited to the Participants. Nothing in the Plan or in any Grant Agreement shall confer any right on a Participant to continue in the employ of the Company or any Subsidiary as a director, officer or employee of or in the performance of services for the Company or shall interfere in any way with the right of the Company to terminate the employment or performance of services or to reduce the compensation or responsibilities of a Participant at any time. By accepting any Award under the Plan, each Participant and each person claiming under or through him or her shall be conclusively deemed to have indicated his or her acceptance and ratification of, and consent to, any action taken under the Plan by the Company, the Board or the Committee.

Awards may be granted to such persons and for such number of Shares as the Committee shall determine, subject to the limitations contained herein (such individuals to whom grants are made being sometimes herein called "optionees" or "grantees," as the case may be). Determinations made by the Committee under the Plan need not be uniform and may be made selectively among eligible individuals under the Plan, whether or not such individuals are similarly situated. A grant of any type made hereunder in any one year to an eligible Participant shall neither guarantee nor preclude a further grant of that or any other type to such Participant in that year or subsequent years.

Notwithstanding the foregoing, in any one calendar year, the Committee shall not grant to any one Participant (i) options to purchase a number of Shares of Common Stock in excess of 1,000,000 shares of Common Stock; (ii) SARs with respect to a number of Shares of Common Stock in excess of 1,000,000 shares of Common Stock; or (iii) restricted stock or restricted stock units or deferred stock units with respect to a number of Shares of Common Stock in excess of 1,000,000 shares of Common Stock. For the avoidance of doubt, the foregoing limitation shall not be applicable to Performance Awards. Further, in any one calendar year, the Committee shall not grant to any one director Awards with a value in excess of \$750,000.

6. **Incentive and Non-qualified Options**

The Committee may from time to time grant to eligible Participants Incentive Stock Options, Non-qualified Stock Options, or any combination thereof; provided that, the Committee may grant Incentive Stock Options only to eligible employees of the Company or its Subsidiaries (as defined for this purpose in Section 424(f) of the Code or any successor thereto). The options granted under the Plan shall be evidenced by a Grant Agreement and shall take such form as the Committee shall determine, subject to the terms and conditions of the Plan.

It is the Company's intent that Non-qualified Stock Options granted under the Plan not be classified as Incentive Stock Options, that Incentive Stock Options be consistent with and contain or

be deemed to contain all provisions required under Section 422 of the Code and any successor thereto, and that any ambiguities in construction be interpreted in order to effectuate such intent. If an Incentive Stock Option granted under the Plan does not qualify as such for any reason, then to the extent of such non-qualification, the stock option represented thereby shall be regarded as a Non-qualified Stock Option duly granted under the Plan; provided that, such stock option otherwise meets the Plan's requirements for Non- qualified Stock Options.

(a) Price. The price per Share deliverable upon the exercise of each option (the 'exercise price') shall be established by the Committee, except that in the case of the grant of any option, the exercise price may not be less than 100% of the Fair Market Value of a share of Common Stock as of the date of grant of the option except for Substitute Awards, which shall have the exercise price as determined by the Committee provided that such exercise price does not cause the Substitute Award to become subject to Code Section 409A and the Committee takes into consideration any third-party voting guidelines. In the case of the grant of any Incentive Stock Option to an employee who, at the time of the grant, owns more than 10% of the total combined voting power of all classes of stock of the Company or any of its Subsidiaries, the exercise price may not be less than 110% of the Fair Market Value of a share of Common Stock as of the date of grant of the option, in each case unless otherwise permitted by Section 422 of the Code or any successor thereto.

(b) Payment. Options may be exercised, in whole or in part, upon payment of the exercise price of the Shares to be acquired. Unless otherwise determined by the Committee, payment shall be made (i) in cash (including check, bank draft, money order or wire transfer of immediately available funds), (ii) by delivery of outstanding shares of Common Stock with a Fair Market Value on the date of exercise equal to the aggregate exercise price payable with respect to the options' exercise, (iii) by means of any cashless exercise procedures approved by the Committee and as may be in effect on the date of exercise, (iv) by withholding shares of Common Stock otherwise deliverable upon exercise of the Option having a Fair Market Value equal to the exercise price or (v) by any combination of the foregoing.

In the event a grantee is permitted to, and elects to pay the exercise price payable with respect to an option pursuant to clause (ii) above, (A) only a whole number of share(s) of Common Stock (and not fractional shares of Common Stock) may be tendered in payment, (B) such grantee must present evidence acceptable to the Company that he or she has owned any such shares of Common Stock tendered in payment of the exercise price (and that such tendered shares of Common Stock have not been subject to any substantial risk of forfeiture) for at least six months prior to the date of exercise or such longer period as determined from time to time by the Committee, and (C) Common Stock must be delivered to the Company. Delivery for this purpose may, at the election of the grantee, be made either by (A) physical delivery of the certificate(s) for all such shares of Common Stock tendered in payment of the exercise price, accompanied by duly executed instruments of transfer in a form acceptable to the Company, (B) direction to the grantee's broker to transfer, by book entry, such shares of Common Stock from a brokerage account of the grantee to a brokerage account specified by the Company, or (C) the attestation of the grantee's shares of Common Stock. When payment of the exercise price is made by delivery of Common Stock, the difference, if any, between the aggregate exercise price payable with respect to the option being exercised and the Fair Market Value of the shares of Common Stock tendered in payment (plus any applicable taxes) shall be paid in cash. No grantee may tender shares of Common Stock having a Fair Market Value exceeding the aggregate exercise price payable with respect to the option being exercised (plus any applicable taxes).

(c) Terms of Options. The term during which each option may be exercised shall be determined by the Committee, but if required by the Code, no option shall be exercisable in whole or in part more than ten years from the date it is granted, and no Incentive Stock Option granted to an employee who at the time of the grant owns more than 10% of the total combined voting power of all classes of stock of the Company or any of its Subsidiaries shall be exercisable more than five years from the date it is granted. All rights to purchase Shares pursuant to an option shall, unless sooner terminated, expire on the date designated by the Committee. The Committee shall determine the date on which each option shall become exercisable and may provide that an option shall become exercisable in installments. The Committee may provide that upon the last day of the term of an Option whose exercise price is less than the fair market value of the underlying Share on such date, such Option may be automatically exercised and the Participant shall receive a number of Shares equal in value to the excess of the fair market value of a Share over the exercise price of such Option, less any applicable withholding taxes. The Shares constituting each installment may be purchased in whole or in part at any time after such installment becomes exercisable, subject to such minimum exercise requirements as may be designated by the Committee. Prior to the exercise of an option and delivery of the Shares represented thereby, the optionee shall have no rights as a shareholder with respect to any Shares covered by such outstanding option (including any dividend or voting rights). If an Option (other than an Incentive Stock Option) expires on a day that the Participant cannot exercise the Option because such an exercise would violate an applicable federal, state, local, or foreign law, the expiration date shall be tolled, at the discretion of the Committee, to the date no later than 30 days after the date the exercise of such Option would no longer violate an applicable Federal, state, local, and foreign laws, to the extent allowed under Code Section 409A.

(d) Limitations on Grants. If required by the Code, the aggregate Fair Market Value (determined as of the grant date) of Shares for which an Incentive Stock Option is exercisable for the first time during any calendar year under all equity incentive plans of the Company and its Subsidiaries (as defined in Section 422 of the Code or any successor thereto) may not exceed \$100,000.

(e) Termination; Forfeiture.

(i) Death. Unless otherwise provided in a Participant's Grant Agreement, if a Participant ceases to be a director, officer or employee of, or to perform other services for, the Company or any Subsidiary due to his or her death, all of the Participant's Awards shall become fully vested and all of the Participant's options shall become exercisable and shall remain so for a period of one year from the date of such death, but in no event after the expiration date of the options.

(ii) Disability. Unless otherwise provided in a Participant's Grant Agreement, if a Participant ceases to be a director, officer or employee of, or to perform other services for, the Company or any Subsidiary due to Disability, (A) all of the Participant's options that were exercisable on the date of Disability shall remain exercisable for, and shall otherwise terminate and thereafter be forfeited at the end of, a period of one year after the date of Disability, but in no event after the expiration date of the options, and (B) all of the Participant's Awards that were not fully vested (or, with respect to the Participant's options, exercisable) on the date of Disability shall be forfeited immediately upon such Disability; provided, however, that such Awards may become fully vested (and, with respect to the Participant's options, exercisable) in the discretion of the Committee. Notwithstanding the foregoing, if the Disability giving rise to the termination of employment is not within the meaning of Section 22(e)(3) of the Code or any successor thereto, Incentive Stock Options

not exercised by such Participant within 90 days after the date of termination of employment will cease to qualify as Incentive Stock Options and will be treated as Non-qualified Stock Options under the Plan if required to be so treated under the Code.

(iii) Retirement. Unless otherwise provided in a Participant's Grant Agreement, if a Participant ceases to be an officer or employee of, or to perform other services for, the Company or any Subsidiary upon the occurrence of his or her Retirement, (A) all of the Participant's options that were exercisable on the date of Retirement shall remain exercisable for, and shall otherwise terminate and thereafter be forfeited at the end of, a period of two years after the date of Retirement, but in no event after the expiration date of the options, and (B) all of the Participant's Awards that were not fully vested (or, with respect to the Participant's options, exercisable) on the date of Retirement shall be forfeited immediately upon such Retirement; provided, however, that such Awards may become fully vested (and, with respect to the Participant's options, exercisable) in the discretion of the Committee. Notwithstanding the foregoing, Incentive Stock Options not exercised by such Participant within 90 days after Retirement will cease to qualify as Incentive Stock Options and will be treated as Non-qualified Stock Options under the Plan if required to be so treated under the Code.

Unless otherwise provided in a Participant's Grant Agreement, if a Participant ceases to be a director of the Company or any Subsidiary upon the occurrence of his or her Retirement, all of the Participant's Awards shall become fully vested and all of the Participant's options shall become exercisable and shall remain so for a period of two years after the date of Retirement, but in no event after the expiration date of the options.

(iv) Discharge for Cause. Unless otherwise provided in a Participant's Grant Agreement, if a Participant ceases to be a director, officer or employee of, or to perform other services for, the Company or a Subsidiary due to Cause, or if a Participant does not become a director, officer or employee of, or does not begin performing other services for, the Company or a Subsidiary for any reason, all of the Participant's Awards shall be forfeited immediately and all of the Participant's options shall expire and be forfeited immediately, whether or not then exercisable, upon such cessation or non-commencement.

(v) Other Termination. If a Participant ceases to be a director, officer or employee of, or to otherwise perform services for, the Company or a Subsidiary for any reason other than death, Disability, Retirement or Cause (each such termination referred to as an "Other Termination"), (A) all of the Participant's options that were exercisable on the date of such cessation shall remain exercisable for, and shall otherwise terminate and thereafter be forfeited at the end of, a period of 90 days after the date of such cessation, but in no event after the expiration date of the options, and (B) all of the Participant's Awards that were not fully vested (or, with respect to the Participant's options, exercisable) on the date of such cessation shall be forfeited immediately upon such cessation. For the avoidance of doubt, an Other Termination with recall rights shall be considered an Other Termination to which this Section 6(e)(v) applies.

7. Stock Appreciation Rights.

The Committee shall have the authority to grant SARs under this Plan, either alone or to any optionee in tandem with options (either at the time of grant of the related option or thereafter by amendment to an outstanding option). SARs shall be subject to such terms and conditions as the Committee may specify.

The exercise price of an SAR must equal or exceed the Fair Market Value of a share of Common Stock on the date of grant of the SAR except for Substitute Awards, which shall have the exercise price as determined by the Committee provided that such exercise price does not cause the Substitute Award to become subject to Code Section 409A and the Committee takes into consideration any third-party voting guidelines. Prior to the exercise of the SAR and delivery of the Shares represented thereby, the Participant shall have no rights as a shareholder with respect to Shares covered by such outstanding SAR (including any dividend or voting rights).

SARs granted in tandem with options shall be exercisable only when, to the extent and on the conditions that any related option is exercisable. The exercise of an option shall result in an immediate forfeiture of any related SAR to the extent the option is exercised, and the exercise of an SAR shall cause an immediate forfeiture of any related option to the extent the SAR is exercised.

Upon the exercise of an SAR, the Participant shall be entitled to a distribution from the Company in an amount equal to the difference between the Fair Market Value of a share of Common Stock on the date of exercise and the exercise price of the SAR or, in the case of SARs granted in tandem with options, any option to which the SAR is related, multiplied by the number of Shares as to which the SAR is exercised. Such distribution shall be in cash and/or Shares having a Fair Market Value equal to such amount, or any combination thereof as chosen by the Committee.

All SARs will be exercised automatically on the last day prior to the expiration date of the SAR or, in the case of SARs granted in tandem with options, any related option, so long as the Fair Market Value of a share of Common Stock on that date exceeds the exercise price of the SAR or any related option, as applicable. An SAR granted in tandem with options shall expire at the same time as any related option expires and shall be transferable only when, and under the same conditions as, any related option is transferable. Unless otherwise determined by a Participant's Grant Agreement, each SAR shall be subject to the termination and forfeiture provisions as set forth in Section 6(e).

8. Restricted Stock; Restricted Stock Units.

The Committee may at any time and from time to time grant Shares of restricted stock or restricted stock units under the Plan to such Participants and in such amounts as it determines. Each restricted stock unit shall be equivalent in value to one share of Common Stock and shall entitle the Participant to receive from the Company at the end of the vesting period (the "Vesting Period") applicable to such unit the Fair Market Value of one share of Common Stock, unless the Participant has elected at a time that complies with Code Section 409A to defer the receipt of shares of Common Stock.

Each grant of restricted stock units or Shares of restricted stock shall be evidenced by a Grant Agreement which shall specify the applicable restrictions on such units or Shares, the duration of such restrictions, and the time or times at which such restrictions shall lapse with respect to all or a specified number of units or Shares that are part of the grant; provided, however, except for maximum aggregate Awards of restricted stock or restricted stock units of 5% of the aggregate Shares authorized by Section 4, if the vesting condition for any Award, other than an Incentive Stock Option or Non-qualified Stock Option, that is settled in Common Stock (including Awards of restricted stock and restricted stock units)(a "Full Value Award"), relates (x) exclusively to the passage of time and continued employment, such time period shall not be less than 36 months, with thirty-three and one-third percent (33%) of the Award vesting every 12 months from the date of the Award, subject to Section 6(e)and (y) to the attainment of specified performance goals, such Full Value Award shall

vest over a performance period of not less than one (1) year. Except for maximum aggregate Awards of restricted stock or restricted stock units of 5% of the aggregate Shares authorized by Section 4, the Committee shall not waive or modify any vesting condition for a Full Value Award after such vesting condition has been established with respect to such Award.

Except as otherwise provided in any Grant Agreement, the Participant will be required to pay the Company the aggregate par value of any Shares of restricted stock within ten days of the date of grant, unless such Shares of restricted stock are treasury shares. Unless otherwise determined by the Committee, certificates representing Shares of restricted stock granted under the Plan will be held in escrow by the Company on the Participant's behalf during any period of restriction thereon and will bear an appropriate legend specifying the applicable restrictions thereon, and the Participant will be required to execute a blank stock power therefor.

Restricted stock units may be granted without payment of cash or consideration to the Company. Except as otherwise provided in any Grant Agreement, on the date the restricted stock units become fully vested and nonforfeitable, the Participant shall receive, upon payment by the Participant to the Company of the aggregate par value of the shares of Common Stock underlying each fully vested restricted stock unit, stock certificates evidencing the conversion of restricted stock units into shares of Common Stock.

Except as otherwise provided in any Grant Agreement, with respect to Shares of restricted stock, during such period of restriction the Participant shall have all of the rights of a holder of Common Stock, including but not limited to the rights to receive dividends and to vote, and any stock or other securities received as a distribution with respect to such Participant's Shares of restricted stock shall be subject to the same restrictions as then in effect for the Shares of restricted stock, provided that any dividends on Shares of restricted stock that vest based upon the satisfaction of any performance conditions shall be accumulated and paid at the time the underlying performance conditions are satisfied. Except as otherwise provided in any Grant Agreement, with respect to the restricted stock units, during such period of restriction the Participant shall not have any rights as a shareholder of the Company; provided that, unless otherwise provided in a Participant's Grant Agreement, the Participant shall have the right to receive accumulated dividends or distributions with respect to the corresponding number of shares of Common Stock underlying each restricted stock unit at the end of the Vesting Period, unless such restricted stock units are converted into deferred stock units, in which case such accumulated dividends or distributions shall be paid by the Company to the Participant at such time as the deferred stock units are converted into shares of Common Stock.

Unless otherwise provided in a Participant's Grant Agreement, each unit or Share of restricted stock shall be subject to the termination and forfeiture provisions as set forth in Section 6(e).

9. Performance Awards.

Performance awards may be granted to Participants at any time and from time to time as determined by the Committee. The Committee shall determine the size and composition of performance awards granted to a Participant and the appropriate period over which performance is to be measured (a "Performance Cycle"). Performance awards may include (i) specific dollar-value target awards (ii) performance units, the value of each such unit being determined by the Committee at the time of issuance, and/or (iii) performance Shares, the value of each such Share being equal to the Fair Market Value of a share of Common Stock.

The value of each performance award may be fixed or it may be permitted to fluctuate based on a performance factor (e.g., return on equity) selected by the Committee; provided that, payment of any performance award that is intended to qualify as "qualified performance-based compensation" within the meaning of Treasury Regulation §1.162-27(e) shall be based solely on the satisfaction of pre-established, objective goals determined with reference to one or more of the following performance factors: return on equity; earnings per share; return on gross or net assets; return on gross or net revenue; pre- or after-tax net income; earnings before interest, taxes, depreciation and amortization; operating income; revenue growth; consolidated pre-tax earnings; net or gross revenues; net earnings; earnings before interest and taxes; cash flow; earnings per share; fleet in-market availability; safety criteria; environmental criteria; revenue growth; cash flow from operations; diluted or basic; return on sales; earnings per share from continuing operations, diluted or basic; earnings from continuing operations; net asset turnover; capital expenditures; income before income taxes; gross or operating margin; return on total assets; return on invested capital; return on investment; return on revenue; market share; economic value added; cost of capital; expense reduction levels; stock price; productivity; customer satisfaction; employee satisfaction; and total shareholder return for the applicable Performance Period, all as computed in accordance with Generally Accepted Accounting Principles (if relevant) as in effect from time to time and as applied by the Company in the preparation of its financial statements and subject to such other special rules and conditions as the Compensation Committee may establish at any time ending on or before the 90th day of the applicable Performance Period. These performance factors may be absolute or relative (to prior performance of the Company or to the performance of one or more other entities or external indices) and may be expressed in terms of a progression within a specified range. The foregoing criteria shall have any reasonable definitions that the Committee may specify, which may include or exclude any or all of the following items, as the Committee may specify: extraordinary, unusual or non-recurring items; effects of accounting changes; effects of currency fluctuations; effects of financing activities (e.g., effect on earnings per share of issuing convertible debt securities); expenses for restructuring, productivity initiatives or new business initiatives; non-operating items; acquisition expenses; and effects of divestitures.

The Committee shall establish performance goals and objectives for each Performance Cycle on the basis of such criteria and objectives as the Committee may select from time to time, including, without limitation, the performance of the Participant, the Company, one or more of its Subsidiaries or divisions or any combination of the foregoing. During any Performance Cycle, the Committee shall have the authority to adjust the performance goals and objectives for such cycle for such reasons as it deems equitable.

The Committee shall determine the portion of each performance award that is earned by a Participant on the basis of the Company's performance over the Performance Cycle in relation to the performance goals for such cycle. The earned portion of a performance award may be paid out in Shares, Other Company Securities or any combination thereof, as the Committee may determine.

A Participant must be a director, officer or employee of, or otherwise perform services for, the Company or its Subsidiaries at the end of the Performance Cycle in order to be entitled to payment of a performance award issued in respect of such cycle; provided, however, unless otherwise provided in a Participant's Grant Agreement, each performance award shall be subject to the termination and forfeiture provisions as set forth in Section 6(e).

Unless otherwise provided in a Participant's Grant Agreement, if there is a Change in Control of the Company, the Committee shall determine the level at which a Participant's performance awards shall become vested upon such Change in Control.

10. Deferred Stock Units.

Deferred stock units (A) may be granted to Participants at any time and from time to time as determined by the Committee, and (B) shall be issued to Participants who elected prior to the date the restricted stock units were granted to defer delivery of shares of Common Stock that would otherwise be due by virtue of the lapse or waiver of the vesting requirements of their restricted stock units. All elections with respect to deferred stock units shall be made in accordance with the election and distribution timing rules in Code Section 409A.

Except as otherwise provided in any Grant Agreement, deferred stock units shall be granted without payment of cash or other consideration to the Company but in consideration of services performed for or for the benefit of the Company or any Subsidiary by such Participant. Payment of the value of deferred stock units shall be made by the Company in shares of Common Stock; provided that, the Participant shall receive a number of shares of Common Stock equal to the number of matured or earned deferred stock units. Upon payment in respect of a deferred stock unit, such unit shall be terminated and thereafter forfeited.

A Participant who is a non-employee director may elect to defer payment of a portion of the Annual Fee otherwise payable to him or her for services to be rendered by any percentage of his or her Annual Fee (subject to such limits and restrictions as may be established from time to time by the Committee). Such amounts shall be converted to deferred stock units and subject to the terms of this Plan. In addition, a Participant who is a non-employee director may elect to defer the receipt of any deferred stock units payable to him or her under this Plan (subject to such limits and restrictions as may be established from time to time by the Committee). Payments in respect of deferred stock units shall be made only at the end of the deferral period applicable to such units, the duration of which deferral period shall be determined by the Committee at the time of grant of such deferred stock units and set forth in the applicable Grant Agreement (or by the Participant in the case of an election to defer the receipt of Common Stock beyond the Vesting Period). The timing of any deferral election of a new Participant (who is a non-employee director) with respect to Annual Fees and deferred stock units shall be made by a written notice signed by the Participant and delivered to the Company not later than thirty (30) days after the Participant first becomes eligible to participate in the Plan or any other plan maintained by the Company that provides for the deferral of the Participant's compensation; provided however, that such initial deferral election shall not apply to any portion of his or her Annual Fees earned or deferred stock units grants for service prior to the date such election form is filed with the Company.

Except as otherwise provided in any Grant Agreement, during such deferral period the Participant shall not have any rights as a shareholder of the Company; provided that, unless otherwise provided in a Participant's Grant Agreement, the Participant shall have the right to receive accumulated dividends or distributions with respect to the corresponding number of shares of Common Stock underlying each deferred stock unit at the end of the deferral period when such deferred stock units are converted into shares of Common Stock.

Unless otherwise provided in the Participant's Grant Agreement or related election form, if a Participant dies while serving as a director, officer or employee of the Company or its Subsidiary prior to the end of the deferral period, the Participant shall receive payment in respect to such Participant's deferred stock units which would have matured or been earned at the end of such Deferral Period as if the applicable Deferral Period had ended as of the date of such Participant's death.

Unless otherwise provided in a Participant's Grant Agreement or related election form, if a Participant ceases to be a director, officer or employee of, or to otherwise perform services for, the Company or its Subsidiaries upon his or her Disability or Retirement prior to the end of the deferral period, the Participant shall receive payment in respect of such Participant's deferred stock units at the end of such deferral period.

Unless otherwise provided in the Participant's Grant Agreement or related election form, at such time as a Participant ceases to be, or in the event a Participant does not become, a director, officer or employee of, or otherwise performing services for, the Company or its subsidiaries for any reason other than Disability, Retirement or death, such Participant shall immediately forfeit any unvested deferred stock units which would have matured or been earned at the end of such deferral period.

Notwithstanding anything herein or in the Participant's Grant Agreement or related election form to the contrary, a Participant who, pursuant to the preceding paragraphs of this Section 10, has made an election to defer receipt of any portion of the Annual Fee otherwise payable to him or her and/or to defer the receipt of any deferred stock units payable to him or her may elect to further defer receipt of the deferred portion of the Annual Fee and/or the deferred stock units, provided such election satisfies the following requirements:

- (a) The election does not take effect until twelve (12) months after the date the election is made
- (b) The payment is deferred for at least five (5) years from the date the payment would otherwise have been paid;
- (c) The election is made not less than twelve (12) months before the date the payment is scheduled to be paid; and
- (d) Once the election is effective, it is irrevocable.

A Participant who makes a deferral election with respect to deferred stock units or deferred Annual Fees pursuant to the preceding paragraph may make additional deferrals under that paragraph with respect to the same deferred stock units and deferred Annual Fees, provided such elections satisfy subsections (a) through (d) above, subject to the consent of the Committee.

11. Grant of Dividend Equivalent Rights.

The Committee may include in a Participant's Grant Agreement a dividend equivalent right entitling the grantee to receive amounts equal to all or any portion of the dividends that would be paid on the shares of Common Stock covered by such Award if such Shares had been delivered pursuant to such Award. In the event such a provision is included in a Grant Agreement, the Committee shall determine whether such payments shall be made in cash, in shares of Common Stock or in another form, whether they shall be conditioned upon the exercise of the Award to which they relate, the time or times at which they shall be made, and such other terms and conditions as the Committee shall

deem appropriate. Any dividend equivalent rights that may be granted on account of Awards that vest based upon the satisfaction of any performance conditions may only be paid if the underlying performance conditions of the Award are satisfied.

12. Withholding Taxes.

(a) Election to Withhold Shares. The Committee may determine that the Company's tax withholding obligation with respect to Awards paid in Common Stock shall be satisfied by having shares of Common Stock withheld at the time such Awards become taxable. In addition, the Committee may allow Participants to elect to have such share withholding applied to particular Awards. The election must be in a form and manner prescribed by the Company and may be subject to limits imposed by the Committee.

(b) Required Withholding. All Awards under the Plan shall be subject to applicable federal (including FICA), state and local tax withholding requirements. The Company may require that the Participant or other person receiving or exercising Awards pay to the Company the amount of any federal, state or local taxes that the Company is required to withhold with respect to such Awards, or the Company may deduct from other wages and compensation paid by the Company the amount of any withholding taxes due with respect to such Awards.

13. Grant Agreement; Vesting.

Each employee to whom an Award is made under the Plan shall enter into a Grant Agreement with the Company that shall contain such provisions, including without limitation vesting requirements, consistent with the provisions of the Plan, as may be approved by the Committee. Unless the Committee determines otherwise and except as otherwise provided in Sections 6, 7, 8, 9, and 10 in connection with a Change of Control or certain occurrences of termination, no Award under this Plan may be exercised, and no restrictions relating thereto may lapse, within six months of the date such Award is made. Further, no dividends with respect to any Award granted under the Plan shall be paid to any Participant unless, and only to the extent that, the underlying Award is fully vested or the restrictions on the underlying Award lapse.

14. Transferability.

No Award granted under the Plan shall be transferable by a Participant other than (a) by will or the laws of descent and distribution, (b) to a Participant's Family Member by gift or a qualified domestic relations order as defined by the Code or (c) to a charitable organization, but in each case only with Committee approval or as provided in a Grant Agreement. Unless otherwise provided in any Grant Agreement, an option, SAR or performance award may be exercised only by the optionee or grantee thereof; by his or her Family Member if such person has acquired the option, SAR or performance award by gift or qualified domestic relations order; by the executor or administrator of the estate of any of the foregoing or any person to whom the Option is transferred by will or the laws of descent and distribution; or by the guardian or legal representative of any of the foregoing; provided that, Incentive Stock Options may be exercised by any Family Member, guardian or legal representative only if permitted by the Code and any regulations thereunder. All provisions of this Plan shall in any event continue to apply to any Award granted under the Plan and transferred as permitted by this Section 14, and any transferee of any such Award shall be bound by all provisions of this Plan as and to the same extent as the applicable original grantee.

15. Listing, Registration and Qualification.

If the Committee determines that the listing, registration or qualification upon any securities exchange or under any law of Shares subject to any Award is necessary or desirable as a condition of, or in connection with, the granting of same or the issue or purchase of Shares thereunder, no such option or SAR may be exercised in whole or in part, no such performance award, restricted stock unit or deferred stock unit may be paid out, and no Shares may be issued, unless such listing, registration or qualification is effected free of any conditions not acceptable to the Committee.

16. Transfer of Employee.

The transfer of an employee from the Company to a Subsidiary, from a Subsidiary to the Company, or from one Subsidiary to another Subsidiary shall not be considered a termination of employment; nor shall it be considered a termination of employment if an employee is placed on military or sick leave or such other leave of absence which is considered by the Committee as continuing intact the employment relationship.

17. Adjustments.

(a) In the event that any reorganization, recapitalization, stock split, reverse stock split, stock dividend, combination of shares, merger, consolidation, distribution of assets, or any other change in the corporate structure or shares of the Company affects Shares such that an adjustment is appropriate in order to prevent dilution or enlargement of the rights of Participants under the Plan, the Committee shall make such equitable adjustments in any or all of the following in order to prevent such dilution or enlargement of rights: the number and kind of Shares or other property available for issuance under the Plan (including, without limitation, the total number of Shares available for issuance under the Plan pursuant to Section 4), the number and kind of Awards or other property covered by Awards previously made under the Plan, and the exercise price of outstanding options and SARs. Any such adjustment shall be final, conclusive and binding for all purposes of the Plan. In the event of any merger, consolidation or other reorganization in which the Company is not the surviving or continuing corporation or in which a Change in Control is to occur, all of the Company's obligations regarding any Awards that were granted hereunder and that are outstanding on the date of such event shall, on such terms as may be approved by the Committee prior to such event, be assumed by the surviving or continuing corporation or canceled in exchange for property (including cash).

(b) Without limitation of the foregoing, in connection with any transaction of the type specified by clause (iii) of the definition of a Change in Control in Section 2(c), the Committee may (i) cancel any or all outstanding options under the Plan in consideration for payment to the holders thereof of an amount equal to the portion of the consideration, if any, that would have been payable to such holders pursuant to such transaction if their options had been fully exercised immediately prior to such transaction, less the aggregate exercise price that would have been payable therefor, or (ii) if the amount that would have been payable to the option holders pursuant to such transaction if their options had been fully exercised immediately prior thereto would be equal to or less than the aggregate exercise price that would have been payable therefor, cancel any or all such options for no consideration or payment of any kind. Payment of any amount payable pursuant to the preceding sentence may be made in cash or, in the event that the consideration to be received in such transaction

includes securities or other property, in cash and/or securities or other property in the Committee's discretion.

(c) If there is a Change in Control of the Company and a Qualifying Termination of a Participant's employment has occurred, then all of the Participant's Awards shall become fully vested upon such Change in Control (and, with respect to the Participant's options, exercisable upon such Change in Control and shall remain so until the expiration date of the options).

(d) If the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, then any Participant who has been paid an Award under this Plan based upon or affected by the restated financial report shall be required, at the discretion of the Board, to reimburse the Company for all or any portion of such Award.

18. Amendment and Termination of the Plan

The Board or the Committee, without approval of the shareholders, may amend or terminate the Plan at any time, except that no amendment shall become effective without prior approval of the shareholders of the Company if (i) shareholder approval would be required by applicable law or regulations, including if required by any listing requirement of the principal stock exchange or national market on which the Common Stock is then listed, (ii) such amendment would remove from the Plan a provision which, without giving effect to such amendment, is subject to shareholder approval, or (iii) such amendment would directly or indirectly increase the Share limits set forth in Section 4 of the Plan.

19. Amendment or Substitution of Awards under the Plan

The terms of any outstanding Award under the Plan may be amended from time to time by the Committee in any manner that it deems appropriate (including, but not limited to, acceleration of the date of exercise of any Award and/or payments thereunder or of the date of lapse of restrictions on Shares); provided that, except as otherwise provided in Section 17, no such amendment shall adversely affect in a material manner any right of a Participant under the Award without his or her written consent, and provided further that, the Committee shall not reduce the exercise price of any options or SARs awarded under the Plan without approval of the shareholders of the Company. The Committee may, in its discretion, permit holders of Awards under the Plan to surrender outstanding Awards in order to exercise or realize rights under other awards, or in exchange for the grant of new awards, or require holders of Awards to surrender outstanding Awards as a condition precedent to the grant of new awards under the Plan. Notwithstanding the foregoing, the Committee shall not take any of the following actions without shareholder approval, except as provided in Section 17: (i) reduce the exercise price following the grant of an option or SAR; (ii) exchange an option or SAR which has an exercise price that is greater than the Fair Market Value of a Share for cash or Shares or (iii) cancel an option or SAR in exchange for a replacement option or another Award with a lower exercise price or (iv) Reprice any outstanding Award. Notwithstanding anything to the contrary in this Plan, in no event shall the Committee amend the distribution terms in any Award or Grant Agreement that has a feature for the deferral of compensation if such amendment would result in taxes, additional interest and/or penalties pursuant to Code Section 409A.

20. Termination Date

The date of commencement of the Plan was July 28, 2010. The Plan was last amended and restated as of February 23, 2017 and approved by shareholders on April 27, 2017. This amended and restated Plan is effective as of July 25, 2024.

Unless previously terminated upon the adoption of a resolution of the Board terminating the Plan, the Plan shall terminate on February 22, 2027.

No termination of the Plan shall materially and adversely affect any of the rights or obligations of any person, without his or her written consent, under any Award or other incentives theretofore granted under the Plan.

21. Severability.

Whenever possible, each provision of the Plan shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of the Plan is held to be prohibited by or invalid under applicable law, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating the remainder of the Plan.

22. Governing Law.

The Plan shall be governed by the corporate laws of the State of Delaware, without giving effect to any choice of law provisions that might otherwise refer construction or interpretation of the Plan to the substantive law of another jurisdiction.

23. Code Section 409A.

All Awards under the Plan that are intended to be “deferred compensation” subject to Section 409A shall be interpreted, administered, and construed to comply with Code Section 409A, and all Awards under the Plan that are intended to be exempt from Code Section 409A shall be interpreted, administered and construed to comply with and preserve such exemption. The Committee shall have the full authority to give effect to the intent of the foregoing sentence. To the extent necessary to give effect to this intent, in the case of any conflict or potential inconsistency between the Plan and a provision of any Grant Agreement or deferral election, the terms of the Plan shall govern. For purposes of applying Code Section 409A to this Plan and any Grant Agreement or deferral election hereunder, each separately identified amount to which a Participant is entitled to under the Plan shall be treated as a separate payment. In addition, to the extent permissible under Code Section 409A, any series of installment payments made under this Plan shall be treated as a right to a series of separate payments. Notwithstanding the foregoing, neither the Company nor any member of the Board shall have any liability to any person in the event Code Section 409A applies to any Award in a manner that results in adverse tax consequences for the Participant or any of his or her beneficiaries or transferees.

EXHIBIT 22.1**LIST OF GUARANTOR SUBSIDIARIES**

The following subsidiaries of NRG Energy, Inc. were guarantors of the Company's outstanding registered senior notes of \$375 million of the 2027 Senior Notes and \$821 million of the 2028 Senior Notes:

ENTITY NAME	JURISDICTION
Ace Energy, Inc.	New York
Airtron, Inc.	Delaware
Allied Home Warranty GP LLC	Delaware
Allied Warranty LLC	Texas
Astoria Gas Turbine Power LLC	Delaware
AWHR America's Water Heater Rentals, L.L.C.	Delaware
Bounce Energy, Inc.	Delaware
Cabrillo Power I LLC	Delaware
Cabrillo Power II LLC	Delaware
Carbon Management Solutions LLC	Delaware
Cirro Energy Services, Inc.	Texas
Cirro Group, Inc.	Texas
CPL Retail Energy L.P.	Delaware
Direct Energy Business, LLC	Delaware
Direct Energy Connected Home US Inc.	Delaware
Direct Energy GP, LLC	Delaware
Direct Energy HoldCo GP LLC	Delaware
Direct Energy Leasing, LLC	Delaware
Direct Energy Marketing Inc.	Delaware
Direct Energy Operations, LLC	Delaware
Direct Energy Services, LLC	Delaware
Direct Energy US Holdings Inc.	Delaware
Direct Energy, LP	Texas
Dunkirk Power LLC	Delaware
Eastern Sierra Energy Company LLC	California
El Segundo Power II LLC	Delaware
El Segundo Power, LLC	Delaware
Energy Alternatives Wholesale, LLC	Delaware
Energy Choice Solutions LLC	Texas
Energy Plus Holdings LLC	Delaware
Energy Plus Natural Gas LLC	Delaware
Everything Energy LLC	Delaware
First Choice Power, LLC	Texas
Forward Home Security, LLC	Texas
Gateway Energy Services Corporation	New York
GCP Funding Company, LLC	Delaware
Green Mountain Energy Company	Delaware
Home Warranty Holdings Corp.	Delaware
Huntley Power LLC	Delaware
Independence Energy Alliance LLC	Delaware
Independence Energy Group LLC	Delaware
Independence Energy Natural Gas LLC	Delaware
Indian River Operations Inc.	Delaware

Indian River Power LLC	Delaware
Masters, Inc.	Maryland
Meriden Gas Turbines LLC	Delaware
NEO Corporation	Minnesota
New Genco GP, LLC	Delaware
Norwalk Power LLC	Delaware
NRG Affiliate Services Inc.	Delaware
NRG Arthur Kill Operations Inc.	Delaware
NRG Business Marketing LLC	Delaware
NRG Business Services LLC	Delaware
NRG Cabrillo Power Operations Inc.	Delaware
NRG California Peaker Operations LLC	Delaware
NRG Cedar Bayou Development Company, LLC	Delaware
NRG Connected Home LLC	Delaware
NRG Construction LLC	Delaware
NRG Controllable Load Services LLC	Delaware
NRG Curtailment Solutions, Inc.	New York
NRG Development Company Inc.	Delaware
NRG Dispatch Services LLC	Delaware
NRG Distributed Energy Resources Holdings LLC	Delaware
NRG Distributed Generation PR LLC	Delaware
NRG Dunkirk Operations Inc.	Delaware
NRG ECOKAP Holdings LLC	Delaware
NRG El Segundo Operations Inc.	Delaware
NRG Energy Labor Services LLC	Delaware
NRG Energy Services Group LLC	Delaware
NRG Energy Services LLC	Delaware
NRG Generation Holdings Inc.	Delaware
NRG Home & Business Solutions LLC	Delaware
NRG Home Services LLC	Texas
NRG Home Solutions LLC	Delaware
NRG Home Solutions Product LLC	Delaware
NRG Homer City Services LLC	Delaware
NRG HQ DG LLC	Delaware
NRG Huntley Operations Inc.	Delaware
NRG Identity Protect LLC	Delaware
NRG International LLC	Delaware
NRG Maintenance Services LLC	Delaware
NRG Mextrans Inc.	Delaware
NRG Norwalk Harbor Operations Inc.	Delaware
NRG Operating Services, Inc.	Delaware
NRG Portable Power LLC	Delaware
NRG Protects Inc. (IL)	Illinois
NRG Reliability Solutions LLC	Delaware
NRG Renter's Protection LLC	Delaware
NRG Retail LLC	Delaware
NRG Rockford Acquisition LLC	Delaware
NRG Saguaro Operations Inc.	Delaware
NRG Security LLC	Delaware
NRG Services Corporation	Delaware

NRG SimplySmart Solutions LLC	Delaware
NRG Texas Gregory LLC	Delaware
NRG Texas Holding Inc.	Delaware
NRG Texas LLC	Delaware
NRG Texas Power LLC	Delaware
NRG Warranty Services LLC	Delaware
NRG West Coast LLC	Delaware
NRG Western Affiliate Services Inc.	Delaware
Reliant Energy Northeast LLC	Delaware
Reliant Energy Power Supply, LLC	Delaware
Reliant Energy Retail Holdings, LLC	Delaware
Reliant Energy Retail Services, LLC	Delaware
RERH Holdings, LLC	Delaware
RSG Holding Corp.	Delaware
Saguaro Power LLC	Delaware
SGE Energy Sourcing, LLC	Delaware
SGE Texas Holdco, LLC	Texas
Somerset Operations Inc.	Delaware
Somerset Power LLC	Delaware
Stream Energy Columbia, LLC	Delaware
Stream Energy Delaware, LLC	Delaware
Stream Energy Illinois, LLC	Delaware
Stream Energy Maryland, LLC	Delaware
Stream Energy New Jersey, LLC	Delaware
Stream Energy New York, LLC	Delaware
Stream Energy Pennsylvania, LLC	Delaware
Stream Georgia Gas SPE, LLC	Georgia
Stream Ohio Gas & Electric, LLC	Ohio
Stream SPE GP, LLC	Texas
Stream SPE, Ltd.	Texas
Texas Genco GP, LLC	Texas
Texas Genco Holdings, Inc.	Texas
Texas Genco LP, LLC	Delaware
Texas Genco Services, LP	Texas
US Retailers LLC	Delaware
Vienna Operations Inc.	Delaware
Vienna Power LLC	Delaware
WCP (Generation) Holdings LLC	Delaware
West Coast Power LLC	Delaware
WTU Retail Energy L.P.	Delaware
XOOM Alberta Holdings, LLC	Delaware
XOOM British Columbia Holdings, LLC	Delaware
XOOM Energy California, LLC	California
XOOM Energy Connecticut, LLC	Connecticut
XOOM Energy Delaware, LLC	Delaware
XOOM Energy Georgia, LLC	Georgia
XOOM Energy Global Holdings, LLC	Delaware
XOOM Energy Illinois LLC	Illinois
XOOM Energy Indiana, LLC	Indiana
XOOM Energy Kentucky, LLC	Kentucky

XOOM Energy Maine, LLC	Maine
XOOM Energy Maryland, LLC	Maryland
XOOM Energy Massachusetts, LLC	Massachusetts
XOOM Energy Michigan, LLC	Michigan
XOOM Energy New Hampshire, LLC	New Hampshire
XOOM Energy New Jersey, LLC	New Jersey
XOOM Energy New York, LLC	New York
XOOM Energy Ohio, LLC	Ohio
XOOM Energy Pennsylvania, LLC	Pennsylvania
XOOM Energy Rhode Island, LLC	Rhode Island
XOOM Energy Texas, LLC	Texas
XOOM Energy Virginia, LLC	Virginia
XOOM Energy Washington D.C., LLC	District of Columbia
XOOM Energy, LLC	Delaware
XOOM Ontario Holdings, LLC	Delaware
XOOM Solar, LLC	Delaware

CERTIFICATION

I, Lawrence S. Coben, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NRG Energy, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ LAWRENCE S. COBEN

Lawrence S. Coben

*President and Chief Executive Officer
(Principal Executive Officer)*

Date: August 8, 2024

CERTIFICATION

I, Woo-Sung Chung, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NRG Energy, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ WOO-SUNG CHUNG

Woo-Sung Chung

Chief Financial Officer

(Principal Financial Officer)

control over financial reporting.

Date: August 8, 2024

CERTIFICATION

I, G. Alfred Spencer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NRG Energy, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ G. ALFRED SPENCER

G. Alfred Spencer
Chief Accounting Officer
(Principal Accounting Officer)

Date: August 8, 2024

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of NRG Energy, Inc. on Form 10-Q for the quarter ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-Q"), each of the undersigned officers of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

- (1) The Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Form 10-Q.

Date: August 8, 2024

/s/ LAWRENCE S. COBEN

Lawrence S. Coben

*President and Chief Executive Officer
(Principal Executive Officer)*

/s/ WOO-SUNG CHUNG

Woo-Sung Chung

*Chief Financial Officer
(Principal Financial Officer)*

/s/ G. ALFRED SPENCER

G. Alfred Spencer

*Chief Accounting Officer
(Principal Accounting Officer)*

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of this Form 10-Q or as a separate disclosure document.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to NRG Energy, Inc. and will be retained by NRG Energy, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.