

**AMENDED AND RESTATED  
CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF NRG ENERGY, INC.  
(Amended as of October 6, 2005)**

1. Members. The Board of Directors (the “Board”) of NRG Energy, Inc. (the “Company”) shall appoint a Compensation Committee (the “Committee”) of at least three members, consisting entirely of independent directors, and designates one member as chairperson. For purposes hereof, an independent director is a director who meets the definition of “independent director” under the listing standards of the New York Stock Exchange and is affirmatively determined to be “independent” by the Board. Additionally, members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. Vacancies on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the independent directors then in office.

2. Purpose, Duties, and Responsibilities. The purpose, duties and responsibilities of the Committee shall be as follows (provided that, to the extent required by the By-laws of the Company, the Committee shall make recommendations to the Board with respect to the following actions, rather than taking the following actions):

- (a) Review and recommend to the Board for approval annual and long-term goals and objectives relevant to the compensation of the President and Chief Executive Officer, evaluate his or her performance in light of those goals and objectives, and determine, approve and recommend to the Board for approval his or her compensation level based on such evaluation.
- (b) Report to the Board the following actions with respect to Designated Officers (defined below): (i) review of annual and long-term goals and objectives relevant to their compensation, (ii) evaluation of their performance in light of those goals and objectives, (iii) determination and approval of compensation levels based on such evaluations; (iv) review and approval of employment arrangements, severance arrangements and benefit plans. Designated Officers shall mean the Chief Financial Officer, the Executive Vice Presidents, and any other officers designated by the Board from time to time.
- (c) Review and make recommendations to the Board with respect to compensation, incentive-compensation and equity-based plans that are subject to Board approval.
- (d) Review and approve (i) employment agreements and severance arrangements for officers other than the President and Chief Executive Officer, (ii) benefit plans pertaining to officers other than the President and Chief Executive Officer that are not otherwise subject to Board approval, (iii) annual and long-term goals and objectives for officers other than the President and Chief Executive Officer; and (iv) with the President and Chief Executive Officer review the performance of such officers against such goals and objectives.

- (e) Approve stock option and other stock incentive awards for officers other than the President and Chief Executive Officer.
- (f) Annually evaluate the performance of the Committee and the adequacy of the committee's charter.
- (g) Produce a Committee report on executive compensation as required by the Securities and Exchange Commission (the "SEC") to be included in the company's annual proxy statement or annual report on Form 10-K filed with the SEC.
- (h) Oversee, and annually review, the Company's overall compensation strategy, structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees.
- (i) Make recommendations with respect to and monitor compliance by officers and directors with the Company's stock ownership guidelines.
- (j) Review the compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board.
- (k) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board deems appropriate.

3. Subcommittees. From time to time the Committee may form subcommittees for any purposes that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided that no subcommittee shall consist of fewer than two members, and the Committee shall not delegate to a subcommittee any power or authority that is required by any law, regulation or listing standard to be exercised by the Committee as a whole.

4. Outside Advisors. The Committee has the authority to retain at the expense of the Company such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including sole authority to retain and terminate any compensation consultant used to assist the committee in the evaluation of director, CEO or senior executive compensation, and to approve the consultant's fees and other retention terms.

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