

NRG ENERGY, INC.
LEAD INDEPENDENT DIRECTOR CHARTER
November 2023

If the Chair of the Board and Chief Executive Officer are the same person, the independent members of the NRG Energy, Inc. Board of Directors will elect an independent Director to serve in a lead capacity (the “Lead Independent Director”). The Lead Independent Director coordinates the activities of the other independent Directors, and performs such other duties and responsibilities as the Board may determine.

Responsibilities of the Lead Independent Director:

The Lead Independent Director shall have the following authority and responsibilities:

- Presides at all meetings of the Board at which the Chair is not present, including executive sessions of the independent Directors;
- Be authorized to call meetings of the independent Directors;
- Reviews Board agendas in collaboration with the Chair and CEO, and recommends matters for the Board to consider and information to be provided to the Board;
- Serves as a principal liaison between the Chair and the independent Directors without inhibiting direct communications between and among them;
- Collaborates with the Compensation Committee on the annual performance evaluation of the CEO;
- Collaborates with the Governance and Nominating Committee on matters related to Board effectiveness and independence including the performance and structure of the Board and its committees, and the performance of individual directors;
- Be authorized to retain outside advisors and consultants who report directly to the Board on board-wide issues; and
- In appropriate and limited circumstances and in conjunction with management, makes himself or herself available for consultation and direct communication with the Company’s stakeholders.

Appointment of Lead Independent Director: The Lead Independent Director shall be elected by a majority of the non-employee/independent Directors of the Board for renewable one (1) year terms and until such earlier time as she or he ceases to be a Director, resigns as Lead Director, or is replaced as Lead Director by a majority of the non-employee/independent Directors.

Qualifications of Lead Independent Director:

The Lead Independent Director must:

- Qualify as an independent Director under applicable securities laws, rules or regulations, and applicable stock exchange requirements or guidelines and any other regulatory rules;

- Be available to effectively and constructively work closely with, and in an advisory capacity to, the Chair;
- Be available to effectively discuss with other Directors any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chair;
- Be able to foster open communication, in and out of Board meetings, among Directors and management, and to gather input from fellow independent Directors;
- Ensure the Board operates independently of management; and
- Be familiar with corporate governance best practices and related procedures through experience, either as an independent director with the Company or at another corporation, or equivalent institution or through comparable executive-level leadership in government or academia.

Absence of Lead Independent Director: If the Lead Independent Director is not present at any meeting of the Board, a majority of the non-employee/independent Directors present shall select a Director to act as Lead Independent Director for the purpose and duration of such meeting.