

RRI ENERGY, INC.

GUIDELINES FOR DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The following Guidelines for Director Orientation and Continuing Education have been adopted by the Board of Directors of RRI Energy, Inc. (the "Company") and its Nominating & Governance Committee ("NG&C") pursuant to Article III, Section 10, of its charter and Article I of the Company's Corporate Governance Guidelines.

I. Director Orientation

The Company will maintain a multi-volume series of materials designed to acquaint the director with Board, corporate, and personnel structure as well as the electricity industry, the Company's position within the industry, and the Company's strategic plan. The Company will offer to all directors the opportunity to meet with Company personnel to review the material in as much depth as is appropriate. For new directors that offer will be extended by the Chairman of the Board as soon as practical after their appointment to the Board. These materials will be updated from time to time as necessary to ensure the information contained therein remains current.

II. Director Continuing Education

The N&GC has established the following continuing education programs for its directors:

- A. In-House Director Seminars. At least annually, in connection with a regularly scheduled Board meeting, the Board will offer a seminar to its members on topics relevant to the responsibilities of directors of public companies. The seminar should focus on topics relevant to the corporate governance of public companies, including the role of the Board in the oversight of management, Board performance evaluations, succession planning, responding to shareholder proposals, mechanisms to protect shareholder rights, financial literacy, transparency, drafting and disclosing Board guidelines and executive and director compensation. The N&GC will have the authority to approve the fees and expenses relating to the seminars and require the Company to pay such fees and expenses.
- B. External Director Seminars. The N&GC will submit recommendations regarding external seminars and conferences for the use of Company directors in meeting their continuing education objectives. Such recommendations should be focused on seminars and conferences addressing topics relevant to corporate governance, including the topics enumerated above. In making recommendations, the N&GC should consult with external legal counsel, independent auditors and other external experts having knowledge of corporate governance matters. The N&GC should review the recommendations periodically with the Board.

Each director is encouraged to attend, preferably in the company of one or more of his or her fellow directors so as to encourage dialogue and discussion of relevant seminar and

conference topics, one recommended external seminar or conference per year. The N&GC encourages directors to give particular consideration to those seminars or conferences identified as ISS Accredited Director Education Programs. Each director will be reimbursed by the Company for his/her reasonable expenses relating to attendance at external seminars recommended by the N&GC. Subject to the prior approval of the Chairman of the N&GC, directors may attend and seek reimbursement for the costs of attending seminars and conferences other than those set forth on the N&GC's list of external director seminars.

After completing a seminar or conference, each director will be expected to share with the board members any insights, observations or conclusions that he or she may have derived from participation in the seminar.

- C. Quarterly Updates on Corporate Governance Topics. As part of its commitment to provide continuing education to the Company's directors, the N&GC will cause to be prepared and distributed to the members of the Board a quarterly update on significant issues, trends, and changes relating to the corporate governance of public companies and other relevant topics. The N&GC, in its discretion, may include in such distribution copies of materials on other corporate governance topics that it deems relevant.
- D. Periodic Governance Reports. From time to time the Company receives alerts, updates and other materials pertaining to corporate governance matters from outside law firms, accounting firms, the NYSE and other organizations. As deemed appropriate by Company representatives, copies of such materials shall be circulated to Board members for their information and review.
- E. Membership in Corporate Governance Organizations. The N&GC has established a requirement that each member of the Board maintain a membership in the National Association of Corporate Directors ("NACD"), a non-profit membership organization dedicated to the corporate governance needs of corporate boards and individual board members. The N&GC encourages individual directors to participate in NACD-sponsored forums and other activities intended to facilitate peer interaction among directors of different companies and other education programs. The Company will pay for the cost of each director's membership.
- F. Employee Engagement. The N&GC will consider from time to time additional formal and informal opportunities (including site visits to business operations) to enable directors to better perform their duties and to recognize and deal appropriately with issues that arise.

These guidelines are enacted pursuant to, but do not constitute a part of, the Company's Corporate Governance Charter and may be amended and supplemented from time to time by the N&GC.