VISTRA CORP.
SUSTAINABILITY AND RISK COMMITTEE CHARTER

This Sustainability and Risk Committee Charter (Charter) sets forth the purpose and membership requirements of the Sustainability and Risk Committee (Committee) of the Board of Directors (Board) of Vistra Corp. (Company) and establishes the authority and responsibilities delegated to the Committee by the Board.

I. PURPOSES OF THE COMMITTEE

In accordance with the Company's Risk Management Policy, among other Company policies, the Board has delegated management of the Company's day-to-day operations to the Company's management, expressly reserving, however, certain matters for review and approval by the Board. The purpose of the Committee is to assist the Board in discharging its responsibilities with respect to oversight of management's process for the identification, evaluation and mitigation of Enterprise Risk, the Company's risk related to commodity prices, the Company's management of its insurance programs and investment policies, performance with respect to the Company's pension and nuclear decommissioning programs and the Company's management of risks related to cybersecurity and information security. Enterprise Risk is defined as management's assessment and prioritization of the key factors with potential to have an impact on the Company's business and functional operations.

The Committee shall also serve in an advisory role to management to provide advice and assistance in developing and implementing the Company's climate change and sustainability policies and practices, including the management and tracking of environmental risks and opportunities, as well as external sustainability reporting. This role is one of oversight and review and in no way alters management's authority, responsibility, or accountability for determining, implementing, and reporting the Company's sustainability efforts.

II. STRUCTURE AND COMPOSITION OF THE COMMITTEE

Each year, the members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee to serve for the ensuing twelve months or until their successors shall be duly appointed and qualified. The Committee shall consist of at least two members. Each member of the Committee shall meet the New York Stock Exchange standards for director independence.

Committee members may be removed by the Board. All vacancies in the Committee shall be filled by the Board on the recommendation of the Nominating and Governance Committee. Unless a Chair of the Committee is appointed by the Board, the Committee members shall designate a Chair by majority vote of the Committee. As it may deem necessary, the Committee may form and delegate authority to subcommittees.

Any action duly taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications herein shall nevertheless constitute duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

III. MEETINGS OF THE COMMITTEE

The Committee shall meet as frequently as the Committee may determine necessary to carry out its duties and responsibilities, and in any event, not less than once per fiscal quarter. The Committee shall also meet separately, on a periodic basis, in executive session without management present. The Chair or a majority of the members of the Committee may call meetings of the Committee upon three days' notice to all members of the Committee or a shorter period of time if agreed to by all Committee members. A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at

which a quorum is present, or by the unanimous written consent of all of the Committee members. The Committee may meet in person or telephonically, or by videoconference or similar means.

The Committee shall cause minutes of each meeting of the Committee to be taken. Copies of such minutes and of each written consent to action taken without a meeting shall be placed in the Company's minute book.

IV. AUTHORITY AND RESPONSIBILITIES OF THE COMMITTEE

The Committee will have the sole authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, and to approve the fees and other retention terms of any advisors retained by the Committee, any such fees and expenses to be paid by the Company. The Committee shall have the authority to conduct or authorize investigations into any matters within its scope of responsibilities and shall have the authority to retain outside advisors to assist the Committee in the conduct of any such investigation.

The Committee shall:

A. RISK MANAGEMENT

1. At least quarterly, review and discuss with management the Company's Enterprise Risk assessment and management's process for the identification, evaluation and mitigation of Enterprise Risk. Management shall present the Company's Risk Enterprise assessment to the Board on an annual basis.

2. Review market conditions in the markets where the Company operates, including current and forward commodity prices as compared to Management's point of view.

3. Review the Company's commercial risk management objectives, including commercial risk management transactions executed during the most recent quarter and priorities for future periods.

4. Review the Company's key commercial risk policies on the establishment of risk limits, tolerances and assumptions, receive reports on the Company's adherence to established limits and the steps management has taken to monitor and mitigate risk exposures, and monitor risks and risk management capabilities within the Company, including communication about escalating risk and crisis preparedness and recovery plans.

5. Receive reports from management and provide feedback on credit, market and liquidity risks the Company faces, the exposures in each category, significant concentrations within those risk categories, the metrics used to monitor the exposures and management's views on the acceptable and appropriate levels of those risk exposures.

6. Review the Company's credit, market and liquidity risk management frameworks, including significant policies, processes and systems that management uses to manage risk exposures. This includes discussions of the risk measurement methodologies utilized, as well as model backtesting and stress testing to ensure models are working as intended and extreme stress scenarios are discussed.

7. Review commercial risk monitored by the Company's Risk Management Committee.

8. Review the Company's counterparty credit risk, including in connection with general financial relationships.

9. At least annually, review the Company's insurance program, including the credit quality of its insurance carriers and reinsurers, liability limits, and scope of and exclusions from coverage.

10. At least annually, review and approve on behalf of the Company and its applicable subsidiaries, the Company's policy to enter into swaps that are exempt from exchange-execution and clearing under

"end-user exception" regulations established by the Commodity Futures Trading Commission, and review and discuss with management applicable Company policies governing the Company's use of swaps subject to the end-user exception.

11. At least annually, review investment policies and performance with respect to the Company's Nuclear Decommissioning Trust and pension funds.

B. SUSTAINABILITY

1. Review and discuss the Company's strategies, policies, and practices to assist the Company in addressing public sentiment and shaping policy to manage its sustainability efforts.

2. At least annually, review and discuss with management the Company's assessment of climate-related risks, including physical, transition, regulatory, reputational, and/or market risks, and management's process for the identification, evaluation, and mitigation of risks related to climate change.

3. Oversee and monitor the Company's core vision and values and advise the Board and management on sustainability policies, including the Company's publicly stated targets and aspirational goals for company-wide reductions of greenhouse gas emissions from its operations.

4. Provide oversight with respect to any sustainability reporting to the public or governmental agencies.

5. Review the Company's annual report of corporate political contribution and dues to trade organizations as provided in the Company's Lobbying and Political Contributions Policy, and periodically review such policy.

V. ADDITIONAL RESPONSIBILITIES

The Committee shall:

1. Review the Company's management of risks related to cybersecurity, information security, and the deployment of artificial intelligence. Receive regular reports from the Company's Chief Information Officer (or the Chief Information Security Officer or equivalent executive knowledgeable about the cybersecurity and incident response program and risk posture) regarding the overall state of the Company's information security programs, including key cybersecurity risks and threats (including the emerging threat landscape), an assessment of the Company's overall information security and cybersecurity posture, and the status of key projects to enhance the Company's cybersecurity capabilities.

2. Make regular reports to the Board.

3. Coordinate, through its Chair, with other Board committees to facilitate open communication and the fulfillment of any specific risk responsibilities designated to such other committees by the Board.

4. Annually, and in connection with Board and committee evaluations, assess its performance.

5. Review this Charter at least annually and recommend to the Board any necessary amendments.

The Committee shall also perform any other activities consistent with this Charter, the Company's bylaws and certificate of incorporation and governing law, rules and regulations as the Committee or the Board may, from time to time, deem necessary or appropriate.

Approved October 29, 2026