VISTRA CORP.
AUDIT COMMITTEE CHARTER

This Audit Committee Charter (Charter) sets forth the purpose and membership requirements of the Audit 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

The principal purposes of the Committee of the Board are to:

1. On behalf of the Board, oversee (a) the quality and integrity of the financial statements of the Company; (b) the Company's financial reporting processes and financial statement audits; (c) the independent auditor's qualifications, independence and performance; (d) the performance of the Company's internal audit function and independent auditor; (e) the systems of disclosure controls and procedures; and (f) the Company's system of internal controls over financial reporting, accounting, legal and regulatory compliance, and ethics, including the effectiveness of disclosure controls and controls over processes that could have a significant impact on the financial statements.

2. Prepare the audit committee report as required by the rules and regulations of the Securities and Exchange Commission (SEC) and submit it to the Board for inclusion in the Company's annual proxy statement prepared in connection with its annual meeting of stockholders (Proxy Statement).

3. Foster open communications among the independent auditor, senior management, internal audit and the Board.

4. Encourage continuous improvement and foster adherence to the Company's policies, procedures and practices at all levels.

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.

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.

The Board will periodically assess the nature of other Board and/or committee assignments to determine if Committee membership remains appropriate.

Each member of the Committee shall satisfy applicable independence requirements under applicable law, SEC regulations and New York Stock Exchange (NYSE) rules. The determination of independence for each Committee member under the SEC and NYSE rules will be made annually by the Board. The Committee shall have at least three members. The Committee will provide its members with continuing education opportunities in financial reporting and other areas relevant to the responsibilities of the Committee. At least annually, the Board will determine if (i) at least one member satisfies the definition of an "Audit Committee Financial Expert" under the Sarbanes Oxley Act of 2002 (Sarbanes-Oxley Act) and applicable SEC regulations and will disclose the result of that determination in the Company's annual report on Form 10-K (Form 10-K) and Proxy Statement and (ii) all members of the Committee are "financially literate" in accordance with NYSE rules. Committee members shall not simultaneously serve on the audit committees of more than three public companies, including the Company, unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee.

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 and in separate sessions with management, and with the internal audit executive (or other personnel responsible for the internal audit function), the chief financial officer and the independent auditor. 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's principal responsibility is one of oversight. The Committee shall have the authority to appoint (and, if applicable, recommend that the Board submit such appointment to the Company's stockholders for ratification), compensate, retain oversee, or replace (when appropriate) the Company's independent auditor. The Committee shall be directly responsible for the compensation and oversight of the work of the Company's independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting). The Committee shall have authority to pre-approve all audit, audit-related and permitted non-audit engagements with the independent auditor, including the fees and other terms of such engagements. The authority to grant such pre-approvals may be delegated to the Chair, whose decisions will be presented to the full Committee at its next regularly scheduled meeting. The independent auditor shall report directly to the Committee. The Committee may consult with management but may not delegate these responsibilities to management.

The Committee shall have the sole authority to retain legal, accounting or other consultants to advise the Committee and to approve such firms' fees and other retention terms. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such consultants or advisors retained by the Committee. The Committee may request any officer or employee of the Company (or its subsidiaries), including the Company's Chief Compliance Officer, or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee. 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 receive appropriate funding from the Company for payment of compensation to the independent auditor and any consultants or advisors retained by the Committee, and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out its duties.

The Committee may form and delegate authority to subcommittees as it may deem necessary or appropriate.

The Committee shall make regular reports to the Board and shall review with the Board any material issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, or the performance of the internal audit function.

V. FINANCIAL STATEMENT AND DISCLOSURE MATTERS

The Committee shall:

1. Review and discuss with management and the independent auditor the Company's annual audited financial statements, including disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in each Form 10-K filed with the SEC, and recommend to the Board whether the audited financial statements should be included in such Form 10-K.

2. Review and discuss with management and the independent auditor the Company's quarterly financial statements, including disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in each quarterly report on Form 10-Q (Form 10-Q) filed with the SEC, prior to the filing of such Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements, and approve the filing of such Form 10-Q.

3. Review and discuss with management and the independent auditor the matters required to be discussed by the independent auditor under Auditing Standard AS 1301 and such other applicable requirements of the Public Company Accounting Oversight Board (PCAOB) as amended from time to time, and SEC and NYSE rules and regulations.

4. Review and discuss with management, the independent auditor and the internal audit executive the adequacy and effectiveness of, and any significant changes to, the Company's internal controls, including internal controls over financial reporting and disclosure controls and procedures, that have been identified during the conduct of their work.

5. Review and discuss with management, the independent auditor and the internal audit executive the results of the review of the design and operation of the Company's system of internal controls over financial reporting and the assessment of the effectiveness of such controls. Review any identified "significant deficiencies" and "material weaknesses," as defined in AS 2201 and such other applicable requirements of the PCAOB, as amended from time to time, including any special audit steps adopted in light of material control deficiencies.

6. Review and discuss the risk of fraud with management, the internal audit executive and the independent auditor and review the implementation of controls to mitigate fraud risks.

7. Review disclosures made by the principal executive officer and the principal financial officer in connection with their certifications required under the Sarbanes-Oxley Act and the rules promulgated thereunder, including the Company's disclosure controls and procedures and internal controls for financial reporting and evaluations thereof.

8. Prepare the audit committee report required by the rules of the SEC to be included in the Proxy Statement.

9. Review analyses prepared by management and the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles (GAAP) methods on the financial statements.

10. Review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Company.

11. Review the Company's earnings press releases, as well as related financial information and earnings guidance, including the use and presentation of non-GAAP financial measures. The Committee's

review in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made).

VI. OVERSIGHT OF AND RELATIONSHIP WITH THE INDEPENDENT AUDITOR

The Committee shall:

1. Obtain and review a written report from the independent auditor at least annually regarding:

    (a) The auditor's internal quality-control procedures;

    (b) Any material issues raised by the most recent quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issues;

    (c) All relationships between the independent auditor and the Company; and

    (d) Any other relationships that may materially adversely affect the independence of the auditor.

2. Following review of the foregoing report and the work performed by the independent auditor, evaluate the qualifications, performance and independence of the independent auditor, including that of the lead partner and other senior members of the audit team, taking into consideration the opinions of management and the internal audit executive. The Committee shall present its conclusions to the Board.

3. Establish a policy and procedures relating to the engagement of the independent auditor to provide audit, audit-related and permitted non-audit services including the Committee's pre-approval of such services; consider whether the performance of permitted non-audit services impairs the auditor's independence.

4. Oversee the periodic rotation of the lead audit partner and the audit partner responsible for reviewing the audit as required by applicable law and regulations; consider whether there should be a regular rotation of the independent audit firm itself in order to promote continuing independence of the independent auditor.

5. Set clear hiring policies for employees or former employees of the independent auditor.

6. Review and discuss with the independent auditor, prior to the audit, the audit planning process including the scope, fees, staffing and timing of the audit.

7. Review with the independent auditor any audit problems or difficulties, including any restrictions on the scope of the independent auditor's activities or access to requested information, and management's response.

8. Hold timely discussions with the independent auditor regarding the following:

    (a) All critical accounting policies and practices;

    (b) Critical audit matters expected to be communicated in the independent auditor's report;

    (c) All alternative treatments of financial information within GAAP related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and

(d) Other material written communications between the independent auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences.

VII. OVERSIGHT OF THE COMPANY'S INTERNAL AUDIT FUNCTION

The Committee shall:

1. Approve the appointment, reassignment or replacement of the internal audit executive and provide input in determining performance appraisal and compensation of the internal audit executive.

2. Approve the responsibilities, budget and staffing of the internal audit function and any recommended changes with the internal audit executive and periodically review the foregoing with the independent auditor.

3. Provide guidance and oversight to the internal audit function and evaluate its performance, including review of its organization, review and approval of the internal audit plan and the procedures for assuring implementation of accepted recommendations made by internal audit, and compliance with the Global Internal Audit Standards of the Institute of Internal Auditors.

4. Meet with the internal audit executive to discuss any matter that either party determines should be discussed in private.

5. Review internal reports to management prepared by the internal audit function and management's response to such reports.

6. Annually review and approve the internal audit charter.

7. Oversee the internal audit function's quality assurance and improvement program, and review the results of the external quality assessment, which shall be performed at least once every five years.

8. Review the results of the internal audit program.

9. Periodically review, with the internal audit executive, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the function's work.

VIII. COMPLIANCE OVERSIGHT RESPONSIBILITIES

The Committee shall:

1. If applicable, receive from the independent auditor a report regarding the items required pursuant to Section 10A(b) of the Securities Exchange Act of 1934, as amended.

2. At least annually, review the Code of Conduct that is applicable to the Company and its subsidiaries and that is in compliance with applicable laws and regulations. In its discretion, the Committee may approve any waiver, if appropriate, from the Code of Conduct applicable to officers or directors of the Company.

3. Discuss with management and the internal audit executive compliance by the Company and its subsidiaries with material applicable laws and regulations and the Code of Conduct including the systems and practices established by management to promote compliance; advise the Board with respect to any alleged, material non-compliance with material applicable laws and regulations or with Company policies, including the Code of Conduct.

4. Establish related-person transaction policies and procedures, and review and approve related-person transactions.

5. Discuss with the independent auditor their evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.

6. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies, or regarding federal securities law matters.

7. Review any material legal proceedings involving the Company and other contingent liabilities; discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.

8. Establish and maintain procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing and federal securities law matters, and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting, internal accounting controls, auditing matters and federal securities law matters.

9. As often as it determines is appropriate (and in any event at least annually), either separately or in a joint session with the Sustainability & Risk Committee, review the guidelines and policies governing the process by which risk assessment and risk management is undertaken, as overseen by the Board's Sustainability & Risk Committee.

10. Consider the risk of management's ability to override the Company's internal controls.

IX. ADDITIONAL RESPONSIBILITIES

The Committee shall:

1. Review with the independent auditor and management of the Company the extent to which changes or improvements in financial or accounting practices have been implemented.

2. Review with management the Company's finance and accounting functions, including the quality of personnel.

3. Oversee significant tax risks and issues affecting the Company, such as changes in tax rates, Internal Revenue Service regulations and deductibility of certain business expenses.

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.

X. RESPONSIBILITIES OF MANAGEMENT & INDEPENDENT AUDITOR

The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements and disclosures. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to promote compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit and reviews, including audits of the Company's annual financial statements prior to the filing of each Form 10-K, review of the quarterly financial

statements prior to the filing of each Form 10-Q, and conducting other procedures as outlined in the engagement letter, or for which Committee preapproval has been obtained.

Approved October 29, 2026