VISTRA CORP.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

This Nominating and Governance Committee Charter (Charter) sets forth the purpose and membership requirements of the Nominating and Governance 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 purposes of the Committee shall be to (i) identify individuals qualified to become Board members (consistent with criteria approved by the Board), (ii) recommend to the Board the members and Chair for each Board committee, (iii) recommend to the Board the Company's director candidates for election at the annual meeting of stockholders, (iv) annually review the Company's Corporate Governance Guidelines (Corporate Governance Guidelines), and (v) oversee the annual self-evaluation of the performance of the Board and Board committees.

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 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 of whom shall meet the New York Stock Exchange (NYSE) standards of "independence" for directors.

Committee members may be removed by the Board. All vacancies in the Committee shall be filled by the Board on the recommendation of the Committee. Unless a Chair is appointed by the Board, the Committee members shall designate a Chair by majority vote of 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 often as may be deemed necessary or appropriate in its judgment and shall meet periodically in executive session without management. 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 make regular reports to the Board.

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, including any search firm used to identify director candidates, 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.

As it may deem necessary, the Committee may form and delegate authority to subcommittees.

The Committee shall:

1. Develop and recommend to the Board criteria for identifying and evaluating director candidates and periodically review these criteria.

2. Identify, review the qualifications of, and recruit candidates for election to the Board.

3. Annually assess the contributions, time commitments and independence of incumbent directors in determining whether to recommend them for reelection to the Board.

4. Establish procedures for the consideration of Board candidates recommended for the Committee's consideration by the Company's stockholders or management.

5. Recommend to the Board the Company's candidates for election or reelection to the Board at each annual stockholders' meeting.

6. Recommend director candidates to the Board as necessary to fill vacancies and newly created directorships.

7. Identify Board members qualified to fill any vacancy on a standing committee of the Board and recommend directors for appointment to any such committee.

8. Annually review the Corporate Governance Guidelines and recommend changes to the Board as appropriate.

9. Annually review the Company's articles of incorporation and bylaws and recommend changes to the Board as appropriate.

10. Periodically review the Board's leadership structure and recommend changes to the Board as appropriate, and, if applicable, make a recommendation to the independent directors regarding the appointment of the Chairman of the Board and/or lead independent director, as applicable.

11. Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees, including retirement and other tenure policies, if any.

12. Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.

13. Approve directorships at other publicly held companies offered to directors, except the Chief Executive Officer (CEO). The CEO must obtain approval of the Board prior to agreeing to serve on the board of directors of any publicly held company other than the Company.

14. Oversee the orientation process for new directors and ongoing education for directors.

15. Oversee risks related to the Company's governance practices and policies.

16. Review and advise the Board with respect to any stockholder nominations or proposals received in connection with the Company's annual meeting of stockholders.

17. Oversee the evaluation of the Board and its committees.

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

19. 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