

VISTRA CORP.

GENERATION AND SAFETY OVERSIGHT COMMITTEE CHARTER

This Generation and Safety Oversight Committee Charter (Charter) sets forth the purpose and membership requirements of the Generation and Safety Oversight 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 provide oversight of and make periodic reports and, as necessary, recommendations to the Board with respect to the Company's (i) non-nuclear generation operations, including its natural gas, solar, battery energy storage and coal generation facilities, and any other future generation facilities (Non-Nuclear Operations), (ii) nuclear generation operations (Nuclear Operations and together with the Non-Nuclear Operations, the Generation Operations) and (iii) safety and environmental policies and performance.

II. STRUCTURE AND COMPOSITION OF THE COMMITTEE

Each year, the members of the Committee shall be appointed by the Board to serve for the ensuing twelve months or until their successors shall be duly appointed and qualified. The Committee shall consist of such number of members as the Board shall from time to time determine, each of whom shall meet the New York Stock Exchange standards of "independence" for directors. All members of the Committee must be citizens of the United States and must meet applicable regulatory requirements.

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.

III. MEETINGS OF THE COMMITTEE

The Committee shall meet as frequently as the Committee may determine, and in any event, not less than three times per year. At least one of these meetings should be conducted at one of the Nuclear Operations sites and at least one of these meetings should be conducted at one of the Non-Nuclear Operations sites. The Chair or a majority of the members of the Committee may call special meetings of the Committee upon reasonable notice to all members of the Committee. 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 perform the following activities with respect to the Company's Generation Operations, and environmental and safety matters. Planned frequency of each activity is indicated below, with actual frequency to be determined by the Committee as deemed necessary or desirable in its sole discretion.

The Committee shall:

1. Review and monitor the operational performance of the Generation Operations, including any key performance indicators and status of major capital projects (at each meeting).
2. Review material reports from, or significant or unusual interactions with, nuclear external regulators and oversight groups, such as the Institute of Nuclear Power Operations (INPO) and the Nuclear Regulatory Commission (NRC), including INPO biennial assessments and physical security and cybersecurity assessments performed by NRC.
3. Review and monitor the Company's overall safety performance and safety culture (annually) and the individual safety performance of each Generation Operations facility (periodically), including any key performance indicator results.
4. Monitor significant safety and operational events or incidents at the Generation Operations facilities (timely after each such event or incident considered to be significant by plant management).
5. Review and monitor the Company's compliance with environmental laws and regulations, including any significant changes thereto and how such changes might impact operations or expected performance, and significant matters before environmental regulatory agencies (periodically).
6. Oversee the potential effects of emerging policies, technologies, and trends on the Generation Operations and review any changes to the long-term strategies and major plans related to the Generation Operations facilities (periodically).
7. Conduct a physical review of the Generation Operations facilities (periodically).

V. ADDITIONAL RESPONSIBILITIES

The Committee shall:

1. Make regular reports to the Board with respect to its activities, including a report regarding the safety and reliability of the Company's Generation Operations (as needed but at least annually).
2. Annually, and in connection with Board and committee evaluations, assess its performance.
3. 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 March 6, 2025