

# **VISTRA CORP.**

## **NUCLEAR OVERSIGHT COMMITTEE CHARTER**

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This Nuclear Oversight Committee Charter (Charter) sets forth the purpose and membership requirements of the Nuclear 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 management and operation of the Company's nuclear generation business.

### **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, the majority 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 regulations promulgated by the Nuclear Regulatory Commission (NRC) and such other applicable regulatory authorities.

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 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 nuclear operations and safety. 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 reports on nuclear plant operations from plant management (at each meeting).
2. Review reports on each nuclear plant refueling outage (at a timely Committee meeting occurring after each outage).
3. Review reports regarding NRC assessments (at a timely Committee meeting occurring after receipt of annual NRC assessment).
4. Review reports regarding Institute of Nuclear Power Operations (INPO) assessments (at a timely Committee meeting occurring after receipt of each biennial assessment).
5. Review and assess policies and staffing/succession planning for nuclear personnel (periodically).
6. Periodically conduct a physical review of each nuclear plant.
7. Monitor the safety performance and safety culture of each plant (periodically).
8. Monitor significant or unusual NRC or INPO interactions with plant management (timely after each such interaction).
9. Monitor significant plant events or incidents (timely after each such event or incident considered to be significant by plant management).
10. Review and assess significant initiatives or changes in strategy regarding the Company's nuclear facilities or operations, including the impact of material changes in significant legislation and regulations applicable to nuclear power plants (timely after each such change), and the potential effects of emerging policies, technologies, and trends on nuclear generation operations.
11. Receive and review periodic reports on major risks associated with nuclear operations including natural hazards and weather events, internal and external nuclear events, operating cost escalation, material condition, equipment reliability, and license renewal or extension.

## **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 nuclear plant 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 7, 2024