



## Supplier Code of Conduct

### SUPPLIER COMMITMENTS

The Supplier Code of Conduct outlines expectations and guidelines of suppliers to support a diverse and sustainable supply chain with respect to responsible sourcing and our commitment to the [Core Principles](#) of Vistra Corp. We welcome suppliers that desire to align and aid us in optimizing our assets, achieving cost leadership, shaping our markets, being good stewards of the environment, and supporting our communities and customers. In efforts of continuous improvement, Vistra Corp. is committed to working with and supporting our suppliers to meet or exceed the commitments in this Code. Additional resources are made available to Suppliers on [www.vistracorp.com](http://www.vistracorp.com) providing further details on sourcing and guidance for our commitment to diversity and sustainability, safety requirements and accounts payable processes, as well as FAQs.

For purposes of the following commitments, "VISTRA" means Vistra Corp. and its subsidiaries, as well as our employees and any related person(s). "Supplier" means your company and its affiliates, as well as your employees and any related person(s).

#### **SUPPLIER ACKNOWLEDGES AND AGREES WITH THE FOLLOWING:**

*Avoiding Conflicts of Interest* – Supplier will avoid conflicts of interest. Conflicts of interest arise when suppliers provide or offer compensation or benefit of any type to VISTRA, including any gift or gratuity (other than advertising mementos of nominal value or infrequent reasonable business meals) or business entertainment that could appear to impose a sense of obligation on the recipient. Conflicts can also arise when suppliers maintain or establish any undisclosed family or business affiliations that could constitute or give the appearance of a conflict of interest. Accordingly, Supplier will disclose immediately to the VISTRA Sr. Vice President of Supply Chain in writing any gift, entertainment, or benefit that it believes to be in excess of that described above and all family or business affiliations that it believes could constitute or give an appearance of a conflict.

*Human Rights, Workforce and Supplier Diversity* – Supplier will adhere to VISTRA's [Human Rights Policy](#) and support VISTRA's strong commitment to providing a safe workplace, free of discrimination and harassment, promoting diversity and inclusion, and respecting human rights. This includes complying with applicable U.S. and international labor and employment laws pertaining to wages, working hours, overtime, and benefits, prohibiting forced, compulsory and child labor, and allowing workers to join or not join any association as protected by law. In addition, Supplier will cultivate and maintain an environment where an individual's differences are respected and valued as demonstrated through VISTRA's Diversity, Equity, and Inclusion Policy. Supplier will also endeavor to participate as an active partner with VISTRA in the utilization and development of businesses which are 51% or more owned, controlled and operated by ethnic minorities, women, veterans, Service-disabled veterans, LGBTQ individuals, and persons with disabilities as well as small business concerns per the VISTRA Supply Chain Diversity Policy & Procedures.

*Environmental Stewardship* – Supplier will maintain compliance with applicable environmental laws and regulations. VISTRA strives to be a leader in environmental stewardship, seeking to responsibly improve our operations and limit our ecological footprint in accordance with the VISTRA's [Environmental Principles Policy](#). To help achieve this goal, Supplier will support our commitment through efforts of their own like processes to track and minimize or reduce the impact of their operations on the environment, including greenhouse gas emissions, water, and waste.

*Supplier Safety* – Supplier is required to meet all safety standards applicable to the activity or service being performed by Supplier, regardless of where the activity or service takes place. As a fundamental part of our culture and operations, we are committed to providing an environment where the health, safety, and security of our employees, customers, and suppliers is our highest priority. Suppliers working onsite must also meet certain safety criteria assessed through a third-party supplier. VISTRA works closely with all Suppliers to ensure safety practices and protocols are upheld at all of its work locations.

*Request for Proposals “Quiet Period”* – Suppliers that have been requested to participate in an RF(x)-P are prohibited from circumventing the process and proactively communicating with any VISTRA employee regarding the contents of the RF(x) except for the Supply Chain employee that is conducting the RF(x) or with the awareness and concurrence of that Supply Chain employee. VISTRA has a strong commitment to ensuring our RF(x) process is fair and equitable for all suppliers. Accordingly, Supplier commits to not violate this quiet period, knowing a violation may be grounds for immediate disqualification.

*Supplier Ethics* – Supplier will comply with all laws and regulations applicable to its business, cultivate a culture of compliance among its employees, and ensure there is no retaliation against any of its employees for reporting a concern in good faith. Suppliers and business partners are expected to communicate these expectations throughout their supply chain and to uphold these standards within their own business operations and management systems.

*Data Privacy* – Supplier must maintain a demonstrated commitment to safeguarding the privacy and security of any personal information it may receive, transmit, process, or otherwise handle as a result of its partnership with VISTRA. In addition to complying with all applicable laws and regulations appropriate to the sensitivity of the personal information, Supplier must maintain appropriate organizational policies and procedures, including technical measures, to ensure the protection of personal information against unauthorized access, loss or disclosure. Supplier must comply with laws that govern cross-border data transmission.

*Cybersecurity* – Supplier will commit to the highest level of cybersecurity and maintain robust cyber security processes that are reviewed regularly with controls in place to identify, mitigate and protect against relevant cybersecurity risks. Suppliers are expected to adhere to any regulations or standards of cybersecurity applicable to their business or operations. Should a Supplier become aware of a cyberbreach or potential breach that impacts VISTRA or the security of VISTRA's operations or data, such Supplier must immediately contact VISTRA Cyber Security directly at [csoc@vistracorp.com](mailto:csoc@vistracorp.com).

*Compliance with International Requirements* – VISTRA expects Supplier to ensure, by means of suitable processes, that business transactions and activities with both third parties and with VISTRA do not contravene export control and sanctions law and to immediately provide any verifications and information that may be required. National and international laws and directives regulate import, export, trade, brokering, and financing transactions, the rendering of services, and the forwarding of goods (material goods, software, and technology). Supplier shall promptly, upon becoming aware thereof, communicate to VISTRA if it or any of its subsidiaries, or any of its or any of its subsidiaries' directors, officers, employees, or agents becomes the target of any Economic Sanctions Laws, or the country or territory where any of them is located, organized, or resident becomes the target of sanctions imposed by OFAC or any other Governmental Entity.

*Response to Potential Issue* – If, during our business relationship, Supplier becomes aware of any circumstance which it believes is or may be contrary to the business practices described in this letter, Supplier will promptly notify our Anonymous Compliance Helpline at (800) 453-0801 or [www.vistracorp.ethicspoint.com](http://www.vistracorp.ethicspoint.com), by email at or by contacting the VISTRA Sr. Vice President of Supply Chain directly and provide information that VISTRA requests such that VISTRA may take appropriate actions. Supplier will also cooperate in any resulting investigation deemed necessary by VISTRA. VISTRA prohibits any kind of retaliation against any individual who, in good faith, raises an ethics or compliance concern.

*Non-compliance* – Supplier's failure to accept and honor these commitments could result in termination of our business relationship and may constitute a breach of our agreements. The Supplier Code of Conduct is not a replacement for contract terms and conditions but serves as an extension of contract terms and conditions. VISTRA reserves the right to conduct an audit to confirm Suppliers' compliance to this Code.