

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.

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

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



3. Provide guidance and oversight to the internal audit function and evaluate its performance, including review of its organization, internal audit plans and the procedures for assuring implementation of accepted recommendations made by internal audit.
4. Meet with the internal audit executive to discuss any matter that either party determines should be

