

VISTRA ENERGY CORP.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. STRUCTURE AND COMPOSITION OF THE COMMITTEE

Each year, the Board of Directors (Board) of Vistra Energy Corp. (Company) shall appoint the members of the Nominating and Governance Committee (Committee) to serve for the ensuing twelve months or until their successors shall be duly appointed and qualified. Subject to applicable transition periods, the Committee shall include 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. Unless the Chair is appointed by the Board, the Committee members may designate a Chair by majority vote of the Committee.

II. 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 reasonable notice to all members of the Committee. Each member of the Committee shall have one vote. A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee may meet in person or telephonically and may act by unanimous written consent. The Committee shall report to the Board from time to time, as circumstances may dictate.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company’s minute book.

III. PURPOSE, DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board the Company’s director candidates for election at the annual meeting of stockholders; annually review the corporate governance principles; and develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and oversee the annual performance evaluation of the Board and its committees and management. The Committee shall also recommend directors eligible to serve on all committees of the Board. The Committee will have the authority to retain such outside counsel, experts, and other advisers 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 advisers retained by the Committee.

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. Assess the contributions 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 to the Board candidates to be elected by 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. Periodically review the Board's leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors regarding the appointment of the lead independent director.
10. Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
11. Recommend committee members and chairpersons to the Board for appointment and consider periodically rotating directors among the committees.
12. Review and recommend to the Board retirement and other tenure policies for directors.
13. Approve directorships at other for-profit organizations held by or offered to directors and senior officers of the Company.
14. Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
15. Oversee the orientation process for new directors and ongoing education for directors.
16. Oversee the evaluation of the Board and its committees.
17. Annually evaluate the performance of the Committee and its members and the adequacy of its charter and recommend changes to the Board as appropriate.

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.