



1 December 2017

Dear Supplier:

Vistra Energy Corp., formerly Energy Future Holdings Corp., requires its employees responsible for procuring supplies, equipment, and services – as well as employees in a position to influence procurement decisions – to adhere to sound business practices that result in the fair and ethical treatment of suppliers. These practices require our employees to be impartial, truthful, and independent in dealing with suppliers, as well as to remain free from personal obligation to any supplier. Each year our employees must acknowledge in writing they will abide by our Company Code of Conduct policy related to the business practices described above.

As a supplier, you play an important role in supporting our compliance with this policy. It is our practice to annually remind our key suppliers of our Code of Conduct requirements. To that end, please review the following “Supplier Commitments” below.

SUPPLIER COMMITMENTS

For purposes of the following commitments, “VST” means Vistra Energy Corp. and its subsidiaries, including Luminant and TXU Energy, 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 VST, 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 VST 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.

Supplier and Workforce Diversity – VST has a strong commitment to diversity and asks that each of our suppliers support this commitment through the conduct of their own businesses. Accordingly, Supplier will create and maintain an environment where differences are respected and valued and where employees can contribute and receive rewards based on results. Supplier will also endeavor to participate as an active partner with VST in the development of minority and women-owned businesses.

Request for Proposals "Quiet Period" – VST has a strong commitment to ensuring our RFP process is fair and equitable for all suppliers. Suppliers that have been requested to participate in an RFP are prohibited from circumventing the process and proactively communicating with any VST employee regarding the contents of the RFP except for the Supply Chain employee that is conducting the RFP or with the awareness and concurrence of that Supply Chain employee. 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.

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 (800) 453-0801, Ethics@VistraEnergy.com, or the VST Vice President of Supply Chain and provide information that VST requests such that VST may take appropriate actions. Supplier will also cooperate in any resulting investigation deemed necessary by VST.

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.

Vistra Energy Corp. is very proud of the relationships we have built over time with our suppliers, and we truly value those relationships. We believe it is mutually beneficial to demonstrate sound, ethical business practices in all aspects of our business relationship. We expect that you, your company, and all persons affiliated with your company will also understand such benefit and commit to the above statements as requested.

If you have any questions or comments, please contact your Supply Chain Representative.

Sincerely,

Phil Seidler

Phil Seidler
Vice President, Supply Chain