

VISTRA CORP.  
**LOBBYING & POLITICAL CONTRIBUTIONS**

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## **I. SCOPE**

The Lobbying & Political Contributions Policy (this “Policy”) applies to Vistra Corp. and all of its subsidiaries (collectively “Company” or “Vistra”). All employees, contractors, interns, and third parties (“Personnel”) who may be assigned to perform related work or services for or on behalf of Vistra are expected to adhere to this Policy. This Policy does not apply to Personnel’s political participation in or contributions made as private citizens. These personal political activities will not affect one’s compensation, job security, or opportunities for advancement.

## **II. PURPOSE**

This Policy communicates expectations and acceptable business practices for Vistra’s activities related to managing interactions and relationships with and contributions to government entities, officials, and other related parties. It illustrates our commitment to integrity, a primary component of Vistra’s core principle of “doing business the right way”. Every jurisdiction is different when it comes to lobbying, ethics and campaign finance and therefore any questions need to be addressed to the Government Affairs team.

## **III. POLICY STATEMENT**

Vistra supports corporate citizenship initiatives and takes an active voice on potential or proposed legislation and regulation. The Company participates in meetings, provides written letters, and interacts regularly with regulators and policymakers. Vistra also advocates for its business interests with state and federal government officials. Vistra’s key business interests include:

- retail electric and generation issues, policy, and regulations,
- environmental, sustainability, climate change mitigation, and other climate issues policy and regulations,
- tax policy, regulations and rules; and
- the health, safety, and welfare of our employees including diversity and inclusion, social equity and justice.

These key business interests and legislative priorities and positions are determined by Vistra’s Management Committee with recommendations from the Government Affairs and Regulatory Affairs teams.

Any political participation by Vistra employees and representatives of Vistra must be conducted with honesty and integrity and comply with laws that regulate interactions with political candidates and government and political entities and officials.

## **IV. LOBBYING**

Lobbying includes any activity or work seeking to influence a public office or official on a policy related to Vistra’s business interests. Vistra lobbies by advocating for legislation and regulations that will enhance value for our customers, communities, environment, employees, and shareholders and recognizes that public policy decisions can greatly impact our business and industry, now and in the future.

Lobbying requirements vary by state and federal jurisdictions and are complex. As such, employees may not engage in lobbying efforts without prior direct consultation with Government Affairs in order to first determine if the employee lobbying meets certain thresholds, and second that the employee adheres to applicable laws and Vistra’s Core Values.

### **A. Lobbyist Registration**

Lobbyists are professional advocates that work to influence regulatory or policy decisions on behalf of the Company. Vistra’s lobbyists are primarily comprised of Vistra’s own Government

Affairs and Regulatory Affairs teams as well as outside consultants who advocate on behalf of the Company. Vistra must comply with all applicable legal and regulatory requirements related to registering its professional lobbyists and do so upon engaging in specific jurisdictional educational and training programs. Lobbyists are responsible for registration compliance depending upon the laws and rules within specific jurisdictions. Registration decisions may not be made by any employee without first consulting with Government Affairs.

Individuals should only register as a lobbyist for the Company if, in consultation with Government Affairs, it is determined that registration is necessary. If the SVP of Government Affairs determines registration is required, then the employee should work directly with Government Affairs on ensuring understanding of rules and registration requirements.

## **B. Lobbyist Engagements & Reporting**

The Vistra Government Affairs team is responsible for engaging external lobbyists and will work with the Legal department, as necessary, to finalize any agreements relating to the obligations, rights and responsibilities of third parties performing lobbying activities on behalf of Vistra. Government Affairs is also responsible for registering and reporting lobbying activities with the federal government and within the states. At no time should an employee outside of Government Affairs register for or report either federal or state lobbying without specific pre-approval by Government Affairs. To the extent that regulatory consultants are conducting lobbying activities on behalf of Vistra, the department engaging such consultants (which may include Regulatory Affairs, Environmental Services, Legal, or other departments) shall consult with the SVP of Government Affairs to ensure that the appropriate registrations and reporting are made (whether by the Company or by the consultant). All lobbying reporting must be approved by, and coordinated with, Government Affairs.

### **1. Federal Lobbyist Reporting**

There are federal laws which govern lobbying, as well as related ethics rules for engaging with Members of Congress and the administration. Government Affairs files required quarterly reports with the Secretary of the Senate and the Clerk of the House of Representatives.

### **2. State Lobbyist Reporting**

Each state has different laws and regulations for governing lobbying as well as ethics rules for working with state executive branches and legislative branch offices. Government Affairs files all required reporting to the appropriate state office.

## **C. Expenditures Related to Lobbying**

Certain expenditures to benefit a public office or official may be illegal, or impact Vistra's ability to do business in a certain jurisdiction. Expenditures alone can also trigger a lobbying registration. As such, any employee expenditures made on behalf of Vistra directly or indirectly related to or for a public office or official must obtain pre-approval by the SVP of Government Affairs prior to any expenditure being made. Examples of common lobbying expenditures include:

- Contributions to public office or official's campaign or office,
- Charitable contributions involving or requested by any public office or official,
- Food, transportation, or lodging for any public office or official; and
- Corporate gifts given to any public office or official.

If SVP of Government Affairs determines an employee must register as a lobbyist, the employee must submit all lobbying-related expenditures through MyExpenses for reimbursement. Only expenses made in compliance with the ethics requirements of the jurisdiction and this Policy will be reimbursed. For avoidance of doubt, expenses made without prior approval from SVP of Government Affairs will NOT be reimbursed. All expense records must be retained and recorded for any appropriate state or federal reports.

## V. POLITICAL ACTION COMMITTEES

Political Action Committees (PACs) provide Vistra employees a way to participate in the political process by investing in the companies' political visibility and advocacy efforts. Vistra Corp. has two PACs, Vistra Energy Leaders and Vistra State Energy Leaders; both PACs are organized under applicable federal and state laws and are strictly voluntary associations of eligible employees. Funds raised by the PACs are used in a bipartisan manner to actively promote company objectives and long-term goals. The PACs support political candidates and organizations the employee members believe will contribute to developing broad support for company and industry positions. PACs contributions are never made or given in anticipation of or in return for action or inaction by a public official.

### A. Membership

Participation in Vistra's PACs is voluntary and shall, to the extent permitted by applicable law and its bylaws, be open to all employees who are U.S. citizens or on a permanent-resident visa.

### B. Candidate Selection Criteria

In deciding which candidates to support, the PACs consider many factors, including:

- similar views and/or supports issues, policies and regulations of importance to our companies and/or the industry,
- placement in a leadership position or on a key committee of importance to the company and/or the industry,
- involvement in a competitive race, and
- representation of a district with a company facility and/or many employees or customers.

### C. Oversight

All PAC contributions are approved by the federal and/or state PAC employee steering committees. Steering Committees are comprised of employees appointed by the highest-ranking Government Affairs executive, the highest-ranking Regulatory Affairs executive, the Chief Operating Officer or the highest-ranking business executive, and PAC Directors.

## VI. CORPORATE POLITICAL CONTRIBUTION GIVING

Vistra values its right to participate in the political process outside of its PACs, both as a legislative advocate and as a participant in the electoral process. Such participation is guided by our responsibility to always conduct our activities with honesty and integrity and in accordance with the laws, regulations and rules that govern such activities. Similar to its PACs, any corporate contribution is done so with the belief that the recipient will contribute to developing broad support for the Company and industry positions. Corporate contributions are never made or given in anticipation of or in return for action or inaction by a public official.

To ensure alignment with Company priorities, all corporate contributions are reviewed by the appropriate steering committee comprised of Vistra leadership. Engaging in and contributing to a 501(c)(4) requires certain reporting and disclosures to the Federal Election Commission and in certain states; therefore, the Company shall not make any contributions to a 501(c)(4) unless first approved by Commitments Committee. Refer to Commitments Policy for additional information. Additionally, the Company shall notify Vistra's Board of Directors upon Commitments Committee approval of any contributions to a 501(c)(4).

Furthering our commitment to transparency, Vistra will annually publish a voluntary report of its PACs' contributions, corporate contributions, and dues to trade organizations that are non-deductible under §162(e)(1)(B) of the Internal Revenue Code. Vistra's Board of Directors will annually review corporate contributions as part of its annual review of Vistra's Sustainability Report.

## VII. TRADE GROUPS, ASSOCIATIONS, AND OTHER THIRD-PARTY ORGANIZATIONS

Vistra is a member of or participates in trade groups, associations, and other third-party organizations that take positions on policy matters and engage in lobbying activities on behalf of the members and constituents. Vistra periodically reviews the positions and lobbying efforts undertaken by these organizations to discern whether

their positions are materially inconsistent with Vistra's views. If Vistra determines that a group is taking a materially inconsistent position from the Company's views, the Company will advocate within the organization to seek to align our positions and if that is unsuccessful may withdraw from or otherwise disassociate from that organization.

## **VIII. GOVERNANCE AND OVERSIGHT**

The three standing management committees (Management Committee, Commitments Committee, and Risk Committee) provide daily governance over the Company's environmental principles. The Board of Directors, through the Vistra Sustainability and Risk Committee, oversees and monitors the Company's core vision and values and advises the Board and management on sustainability policies and reporting, including environmental principles.

## **IX. GOVERNANCE \ IMPLEMENTATION**

The Company reserves the right to modify this Policy at any time, for any reason, and without prior notice. The Company will make prudent efforts to notify relevant employees when a material change to this Policy has been made, but employees are responsible for their own up-to-date knowledge about Company policies and procedures. Failure to abide by these standards could result in disciplinary action, up to and including termination.

Employees must report any suspected violation of policy. Help is available from, or reports can be made to a Policy officer, your supervisor or other resources that are described in the Code of Conduct. The Company will not tolerate any retaliation against anyone making any report or complaint in good faith. The Company encourages openness and will support anyone who raises genuine concerns in good faith under this Policy, even if that person turns out to be mistaken.

## **X. DEFINITIONS \ KEY TERMS**

501(c)(4) - A social welfare organization described in Internal Revenue Code (IRC) section 501(c)(4) as an organization that must not be organized for profit and must be operated exclusively to promote social welfare. The IRS finalized a regulation in 1959 that allows 501(c)(4) groups to participate in some political activity as long as politics isn't their primary purpose.

Expenditure - includes both reportable and non-reportable expenditures, such as the expenditures made by a person who is not a registrant under applicable lobby law(s) or which are not reportable by a registrant for the registrant's personal food, transportation, lodging and entertainment costs.

Government Affairs - Activity related to managing interactions and relationships with state and federal candidates and elected officials. Vistra's Government Affairs team advocates for Vistra's business interests with state and federal elected officials.

Lobby Expenditure - includes any expenditure made by a registrant or other person on the Company's behalf that is required to be reported under state law, or where specifically noted, to apply to expenditures at the local level.

Registrant - a person registered or required to register pursuant to applicable Government Code(s) which regulates lobbying activities.

Reviewed October 20, 2020