

# Vistra to Create a Leading Zero-Carbon Generation and Retail Platform Through the Acquisition of Energy Harbor

March 6, 2023





### **Safe Harbor Statements**



#### **Cautionary Note Regarding Forward-Looking Statements**

The information presented herein includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements, which are based on current expectations, estimates and projections about the industry and markets in which Vistra Corp. ("Vistra") operates and beliefs of and assumptions made by Vistra's management, involve risks and uncertainties, which are difficult to predict and are not guarantees of future performance, that could significantly affect the financial results of Vistra. All statements, other than statements of historical facts, that are presented herein, or in response to guestions or otherwise, that address activities, events or developments that may occur in the future, including such matters as activities related to our financial or operational projections, the potential impacts of the COVID-19 pandemic on our results of operations. financial condition and cash flows, projected synergy, value lever and net debt targets, capital allocation, capital expenditures, liquidity, projected Adjusted EBITDA to free cash flow conversion rate, dividend policy, business strategy, competitive strengths, goals, future acquisitions or dispositions, development or operation of power generation assets, market and industry developments and the growth of our businesses and operations (often, but not always, through the use of words or phrases, or the negative variations of those words or other comparable words of a future or forward-looking nature, including, but not limited to: "intends," "plans," "will likely," "unlikely," "believe," "confident", "expect," "seek," "anticipate," "continue," "will," "should," "could," "may," "might," "predict," "project," "forecast," "target," "potential," "goal," "objective," "quidance" and "outlook"), are forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements. Although Vistra believes that in making any such forward-looking statement, Vistra's expectations are based on reasonable assumptions, any such forward-looking statement involves uncertainties and risks that could cause results to differ materially from those projected in or implied by any such forward-looking statement, including, but not limited to: (i) adverse changes in general economic or market conditions (including changes in interest rates) or changes in political conditions or federal or state laws and regulations; (ii) the ability of Vistra to execute upon its contemplated strategic, capital allocation, performance, and cost-saving initiatives and to successfully integrate acquired businesses; (iii) actions by credit ratings agencies; (iv) the severity, magnitude and duration of pandemics, and the resulting effects on our results of operations, financial condition and cash flows; (v) the severity, magnitude and duration of extreme weather events, contingencies and uncertainties relating thereto, most of which are difficult to predict and many of which are beyond our control, and the resulting effects on our results of operations, financial condition and cash flows; and (vi) those additional risks and factors discussed in reports filed with the Securities and Exchange Commission by Vistra from time to time, including the uncertainties and risks discussed in the sections entitled "Risk Factors" and "Forward-Looking Statements" in Vistra's annual report on Form 10-K for the year ended December 31, 2022 and any subsequently filed guarterly reports on Form 10-0.

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## Safe Harbor Statements (Cont'd)



#### About Non-GAAP Financial Measures and Items Affecting Comparability

"Adjusted EBITDA" (EBITDA as adjusted for unrealized gains or losses from hedging activities, tax receivable agreement impacts, reorganization items, and certain other items described from time to time in Vistra's earnings releases), "Adjusted Free Cash Flow before Growth" (or "Adjusted FCFbG") (cash from operating activities excluding changes in margin deposits and working capital and adjusted for capital expenditures (including capital expenditures for growth investments), other net investment activities, and other items described from time to time in Vistra's earnings releases), "Ongoing Operations Adjusted EBITDA" (adjusted EBITDA less adjusted EBITDA from Asset Closure segment), "Net Income from Ongoing Operations" (net income less net income from Asset Closure segment), and "Ongoing Operations Adjusted Free Cash Flow before Growth" or "Ongoing Operations Adjusted free cash flow before growth less cash flow from operating activities from Asset Closure segment before growth), are "non-GAAP financial measure is a numerical measure of financial performance that excludes or includes amounts so as to be different than the most directly comparable measure calculated and presented in accordance with GAAP in Vistra's consolidated statements of operations, comprehensive income, changes in stockholders' equity and cash flows. Non-GAAP financial measures should not be considered in isolation or as a substitute for the most directly comparable GAAP measures. Vistra's non-GAAP financial measures may be different from non-GAAP financial measures used by other companies.

Vistra uses Adjusted EBITDA as a measure of performance and believes that analysis of its business by external users is enhanced by visibility to both Net Income prepared in accordance with GAAP and Adjusted EBITDA. Vistra uses Adjusted Free Cash Flow before Growth as a measure of liquidity and believes that analysis of its ability to service its cash obligations is supported by disclosure of both cash provided by (used in) operating activities prepared in accordance with GAAP as well as Adjusted Free Cash Flow before Growth. Vistra uses Ongoing Operations Adjusted EBITDA as a measure of performance and Ongoing Operations Adjusted Free Cash Flow before Growth as a measure of liquidity and Vistra's management and Board have found it informative to view the Asset Closure segment as separate and distinct from Vistra's ongoing operations. Vistra uses Net Income from Ongoing Operations as a non-GAAP measure that is most comparable to the GAAP measure Net Income in order to illustrate the company's Net Income excluding the effects of the Asset Closure segment, as well as a measure to compare to Ongoing Operations Adjusted EBITDA. The schedules attached to this earnings release reconcile the non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with U.S. GAAP.

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## Agenda



I. Welcome and Safe Harbor Meagan Horn, Vice President of Investor Relations

- II. Transaction Overview and Strategic Highlights Jim Burke, President & Chief Executive Officer
- III. Transaction Financial Highlights Kris Moldovan, Executive Vice President & Chief Financial Officer
- IV. Closing Remarks Jim Burke, President & Chief Executive Officer



# **Transaction Overview and Strategic Highlights**

Jim Burke, President and Chief Executive Officer





#### Leading Zero Carbon Generation and Retail Integrated Platform: "Vistra Vision"

- Transaction will combine Energy Harbor's nuclear and retail businesses with Vistra's nuclear and retail businesses and Vistra Zero renewables and storage projects under a newly-formed subsidiary holding company, referred to generally as "Vistra Vision"
- Includes 6.4 GW of nuclear generation, ~5 million retail customers, and ~2.4 GW of online and near-term pipeline of renewable and storage assets
- Provides diversification and scale across multiple carbon-free technologies (dispatchable and renewables / storage) and the retail business

#### **Strong Value Proposition for Vistra Shareholders**

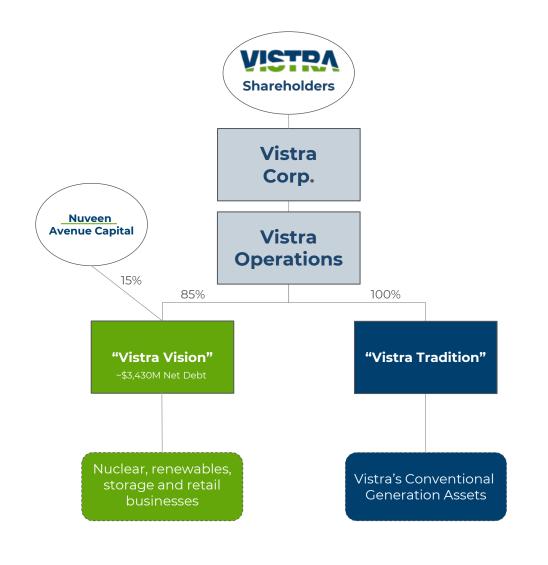
- Returns anticipated to exceed our investment thresholds; nuclear PTC provides significant downside protection, while maintaining opportunity to capture upside value in volatile markets
- ~\$125 million of run-rate synergies expected by year-end 2025; demonstrated ability to deliver / exceed synergy targets
- Large scale integrated operations: zero-carbon Vistra Vision coupled with our highly efficient conventional fleet ("Vistra Tradition")

#### Capital Allocation Plan Maintained, Including Return of Cash to Vistra Shareholders

- Creative transaction structure supports continued targeted return of at least \$1.3 billion annually to shareholders
- VST Board approved an additional \$1 billion of share repurchases, bringing the total authorization to \$4.25 billion; plan to execute the remaining \$1.8 billion by year-end 2024
- Expect to execute at least \$1 billion of share repurchases in each of 2025 and 2026; common stock dividends targeted at \$300 million per year<sup>1</sup>

# **Simplified Pro Forma Structure and Key Transaction Terms**





### **Transaction Structure**

- Energy Harbor will merge into a subsidiary of Vistra Vision
- Vistra will own a controlling 85% ownership interest in Vistra Vision; Nuveen and Avenue Capital will own the remaining 15%
- Structure provides investment opportunities and potential flexibility as energy markets evolve

### Consideration

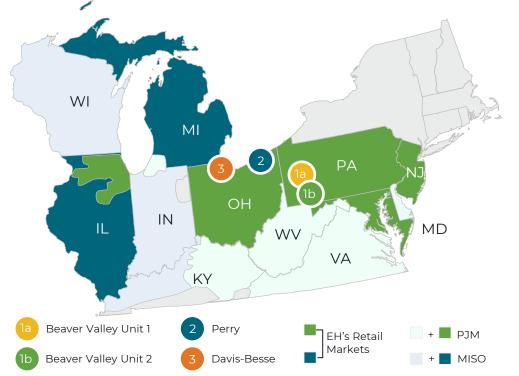
- 15% minority stake in Vistra Vision; no conversion or put rights
- \$3.0 billion in cash
- Vistra Vision assumes ~\$430 million of net debt from Energy Harbor

### Minority Rights / Timing / Approvals

- Vistra will operate Vistra Vision within its current integrated model, ensuring commercial capabilities and scale benefits
- Minority owners of Vistra Vision will have certain consent rights on material corporate actions and standard transfer rights
- Expect to close second half of 2023
- Key regulatory approvals required from NRC, FERC, and the DOJ under the Hart-Scott-Rodino Act
- Both companies' boards of directors have approved; a majority of the Energy Harbor stockholders have signed support agreements committing to approve the transaction

### **Energy Harbor Overview**

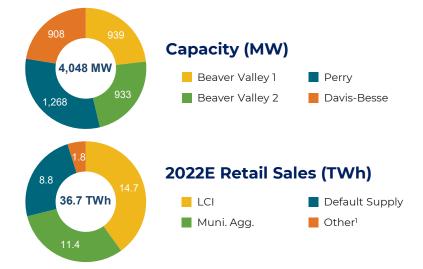
Energy Harbor is an integrated, nuclear generation-focused power company that owns / operates three nuclear plants in PJM as well as a retail power platform in PJM / MISO



 Transaction meaningfully scales VST's existing zero carbon generation and storage fleet and retail business by adding ~4 GW of nuclear generation assets and ~1 million retail customers

Source: Energy Harbor.

Includes SMB and residential customers. Excludes 1.7 Mcf of natural gas volume sold to customers.
The Perry nuclear power plant is expected to file for license renewal in second half of 2023



Nuclear Unit	PJM Zone	Location	COD	License Years Remaining	Capacity (MW)
Beaver Valley Unit 1	DLCO	Shippingport, PA	1976	13	939
Beaver Valley Unit 2	DLCO	Shippingport, PA	1987	24	933
Регту	ATSI	Perry, OH	1987	4 <sup>2</sup>	1,268
Davis-Besse	ATSI	Oak Harbor, OH	1978	14	908
Total Nuclear Capacity					4,048

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## **Combines Two Leading Nuclear Operators**



Energy Harbor and Vistra have extensive experience in safely operating nuclear assets; combination is supported by a comprehensive multi-month diligence process with site visits and third-party assessments



# VISTRA

- Vistra is currently the fourth largest owner of merchant nuclear power in the U.S.
- Industry-leading capabilities in our Power Optimization Center, utilizing advanced monitoring and diagnostics to alert plant personnel of emergent issues and continuously drive performance improvement
- Largest competitive power generator in the U.S. with a capacity of ~37 gigawatts



- Energy Harbor is the second largest owner of merchant nuclear power in the U.S.
- Track record of operating both Pressurized Water Reactors and Boiling Water Reactors
- Fleet support organization streamlines and centralizes engineering and fuel procurement



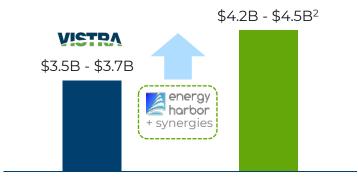
# **Transaction Financial Highlights**

Kris Moldovan, Executive Vice President and Chief Financial Officer





### Vistra Adj. EBITDA



2024 / 2025 midpoint Adj. EBITDA Opportunities

- Addition of Energy Harbor meaningfully increases earnings potential
- Revenues de-risked by nuclear PTC
- Results in two sizeable businesses operating on an integrated platform



1. "Adj. EBITDA" is a reference to Ongoing Operations Adj. EBITDA; Adj. EBITDA is a non-GAAP financial measure.

2. Includes 15% minority interest; contribution from Energy Harbor reflective of ~\$150 million average annual impact of out-of-the money generation hedges in 2024 and 2025.

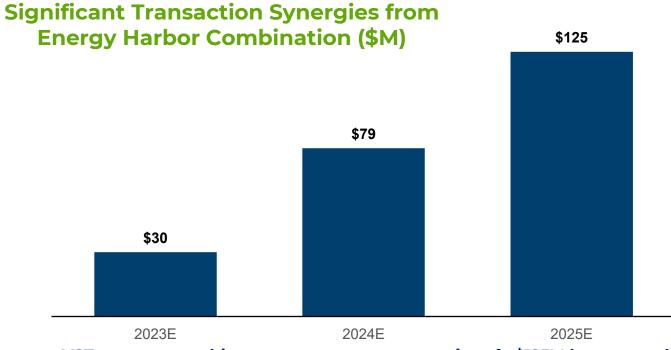
## **Transaction Will Unlock Significant Synergies**



Vistra, together with its independent consultants, spent months conducting diligence on the Energy Harbor platform to identify areas for optimization

### Demonstrated Track-Record in Realizing Transaction Synergies and Operating Improvements (OPI)

- Vistra's 2018 merger with Dynegy demonstrates its ability to realize projected synergies and OPI with over \$700 million in value levers achieved (2x the \$350 million original target)
- On-track to achieve \$40 million synergy target for the Crius and Ambit retail transactions



- VST expects to achieve run-rate pre-tax synergies of ~\$125M by year-end 2025
- Synergy forecast built based on a bottoms-up review of Energy Harbor's cost structure

## **Transaction Financing Summary**



Creative transaction structure supports commitment to long-term net leverage target of sub 3x<sup>1</sup>

### Transaction Sources & Uses (\$M)

Sources of Funds			
Vistra Vision Equity Issuance	15% of Vistra Vision		
Cash from Vistra Balance Sheet	600		
New Vistra Operations Debt (mix of Sr. Secured, Unsecured and Term Loan)	2,600		
Rollover Energy Harbor Net Debt	430		
Total Sources	15% Vistra Vision + \$3,630		
Uses of Funds			
Consideration –Equity	15% Vistra Vision		
Consideration – Cash	3,000		
Rollover Energy Harbor Net Debt	430		
Fees, Expenses, & Other	200		
Total Uses	15% Vistra Vision + \$3,630		

### Pro Forma Vistra Vision Capital Structure

Vistra Vision net debt as of closing expected to be ~\$3.43 billion, inclusive of:

- Intercompany loan from Vistra Operations, with terms substantially identical to terms of debt financing at Vistra Operations,
- Potential non-recourse renewables and storage financings, and
- ~\$430 million of assumed Energy Harbor debt

### **Debt Commitments**

Vistra Operations has committed financing sufficient to fund all the cash consideration and plans to execute long-term financings prior to the closing of the transaction

1. Excludes any non-recourse debt at Vistra Zero.

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# **Closing Remarks**

Jim Burke, President and Chief Executive Officer



Transaction highlights the value of Vistra's zero-carbon business and creates a flexible platform for continued growth

Creative transaction structure supports Vistra's consistent execution on robust capital allocation plan, including significant return of capital to shareholders

Integrated model across Vistra Vision and Vistra Tradition ensures scale, synergies and commercial optimization, supporting a strong customer value proposition

Equity consideration used in the transaction reflects Vistra's commitment to maintain a strong balance sheet



# **APPENDIX**

### **Pro Forma Fleet Asset Details**

VISTRA
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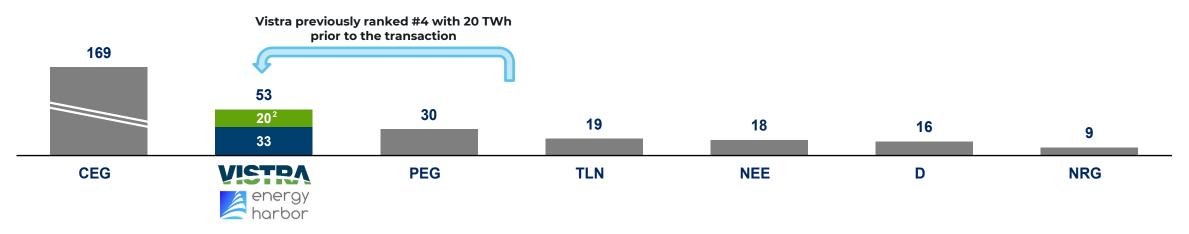
Asset	Location	ISO	Capacity (MW) <sup>1</sup>	Status	In-Service Year <sup>2</sup>
NUCLEAR					
Comanche Peak	Glen Rose, TX	ERCOT	2,400	Online	1990
Beaver Valley I & II	Shippingport, PA	PJM	1,872	Online	1976 / 1987
Perry	Perry, Ohio	PJM	1,268	Online	1986
Davis-Besse	Oak Harbor, Ohio	PJM	908	Online	1978
Nuclear Total			6,448		
SOLAR					
Jpton 2	Upton County, TX	ERCOT	180	Online	2018
Brightside	Live Oak County, TX	ERCOT	50	Online	2022
Emerald Grove	Crane County, TX	ERCOT	108	Online	2022
Angus	Bosque County, TX	ERCOT	110	Development	2025+
orest Grove	Henderson County, TX	ERCOT	200	Development	2025+
Dak Hill	Rusk County, TX	ERCOT	200	Development	2025+
Baldwin	Baldwin, IL	MISO	68	Development	2024
offeen	Coffeen, IL	MISO	44	Development	2024
Duck Creek	Canton, L	MISO	20	Development	2024
lennepin	Hennepin, IL	MISO	50	Development	2024-2025
lewton	New ton, IL	MISO	52	Development	2024
Andrews	Andrews County, TX	ERCOT	100	Development	2024
lincaid	Kincaid, IL	PJM	60	Development	2024-2025
Solar Total			1,242	· · · · · · · · · · · · · · · · · · ·	
NERGY STORAGE					
Jpton 2	Upton County, TX	ERCOT	10	Online	2018
loss Landing Phase I	Moss Landing, CA	CAISO	300	Online	2021
loss Landing Phase II	Moss Landing, CA	CAISO	100	Online	2021
eCordova	Hood County, TX	ERCOT	260	Online	2022
loss Landing Phase III	Moss Landing, CA	CAISO	350	Construction	2023
Dakland	Oakland, CA	CAISO	43.25	Development	2024
aldwin	Baldwin, IL	MISO	2	Development	2024
Coffeen	Coffeen, L	MISO	2	Development	2024
Duck Creek	Canton, L	MISO	2	Development	2024
lennepin	Hennepin, IL	MISO	2	Development	2024-2025
lewton	New ton, IL	MISO	2	Development	2024
dwards	Bartonville, IL	MISO	37	Development	2025
avana	Havana, L	MISO	37	Development	2025
incaid	Kincaid, L	PJM	2	Development	2024-2025
Іорра	Joppa, IL	MISO	37	Development	2025
nergy Storage Total	·· ·		1,186	•	
/istra Vision Total			8,876		

1. Approximate net generation capacity, actual net generation capacity may vary based on several factors, including ambient temperature. 2. 2024+ subject to change.

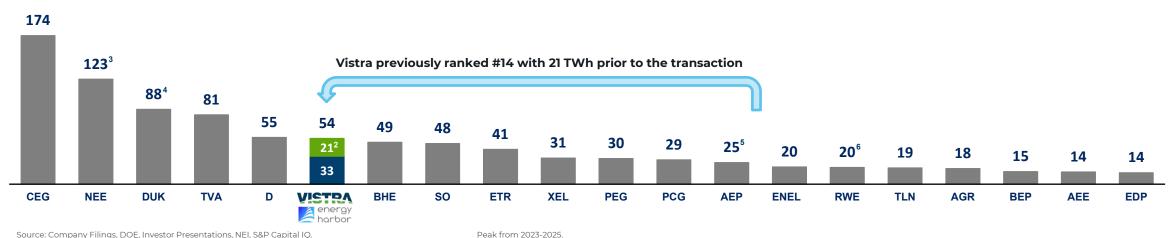
### **Scaled Pro Forma Clean Generation Footprint**



#### Projected Merchant Nuclear Net Generation for 2023 (TWh)<sup>1</sup>



#### Projected U.S. Clean Net Generation for 2023 (TWh)<sup>1</sup>



Source: Company Filings, DOE, Investor Presentations, NEI, S&P Capital IQ.

Note: Excludes select U.S. and state government-related entities. Represents only net generation from owned capacity per S&P Capital IQ. Does not include assets with planned COD in 2023.

- Net owned generation.; "Clean Net Generation" includes nuclear and other forms of carbon-free 1. generation, excluding generation from battery storage.
- Includes 2023 expected Renewables volume, and average expected annual generation for Comanche 6. 2.

NEE includes assets owned by NEP.

Includes net generation of renewable assets that are currently available for sale.

Excludes net generation from assets sold to Invenergy, Blackstone Infrastructure and CDPQ joint

5. venture.

3.

4.

Includes net generation from capacity acquired from ConEd.

Vistra Net Generation

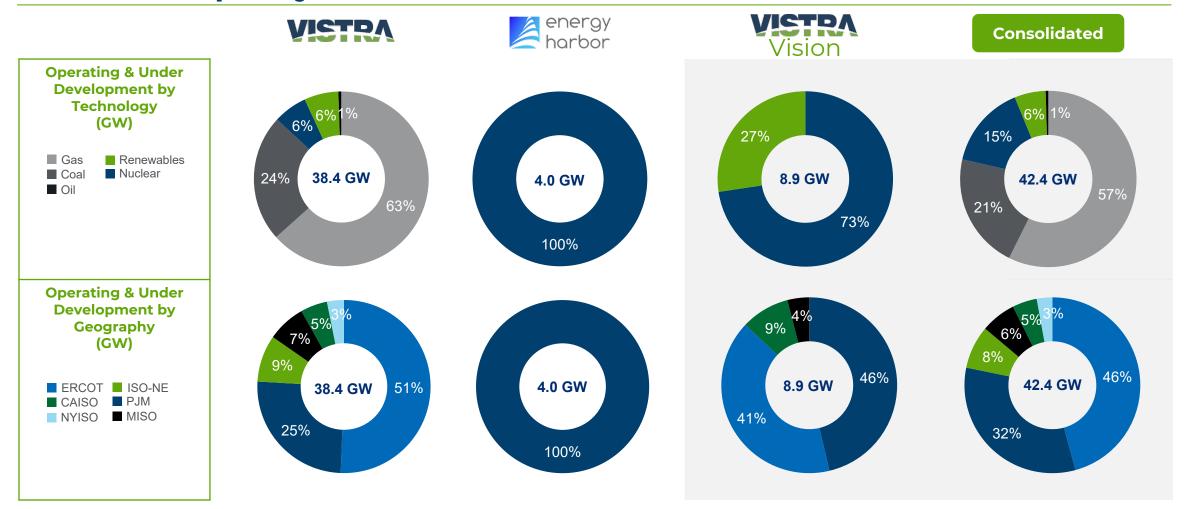
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Energy Harbor Net Generation

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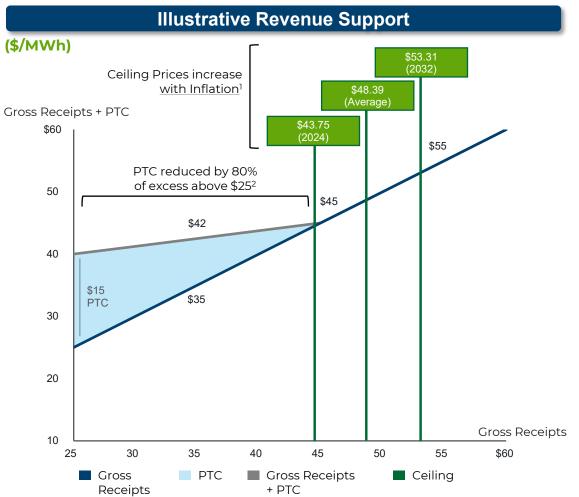
## **Transaction Increases Zero-Carbon Generation Baseload Capacity**







Nuclear assets benefit from the IRA's nuclear PTC, which creates revenue stability during periods of lower power prices



#### **PTC Mechanism**

- The nuclear PTC is a tax credit that provides revenue support when a nuclear plant's "gross receipts" are below \$43.75/MWh (2024 base year)
- The amount of the credit is determined on the amount of gross receipts, with a maximum contribution of \$15/MWh when gross receipts drop to \$25/MWh or below, effectively resulting in a ~\$40/MWh floor on nuclear revenue when gross receipts remain above \$25/MWh
- Gross receipts include revenue earned from energy sales, capacity sales, ancillary revenue, and other revenue sources
- The gross receipts thresholds and the PTC amounts are inflation-adjusted yearly
- Vistra Vision stands to benefit directly from the IRA's nuclear PTC given its applicability to production from its ~6,400 MWs of Nuclear capacity<sup>3</sup>

Based on IRA bill signed by US President Biden on August 16, 2022. Assumes annual inflation adjustment of 2.5%.
80% inclusive of 5x multiplier associated with meeting wage and apprenticeship requirements.

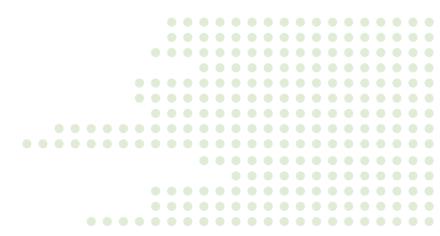
3. Based on conformity to the IRA's Nuclear PTC requirements, including not qualifying as an advanced nuclear power facility based on having a reactor design approval date prior to December 31, 1993.

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Source: Public Filings



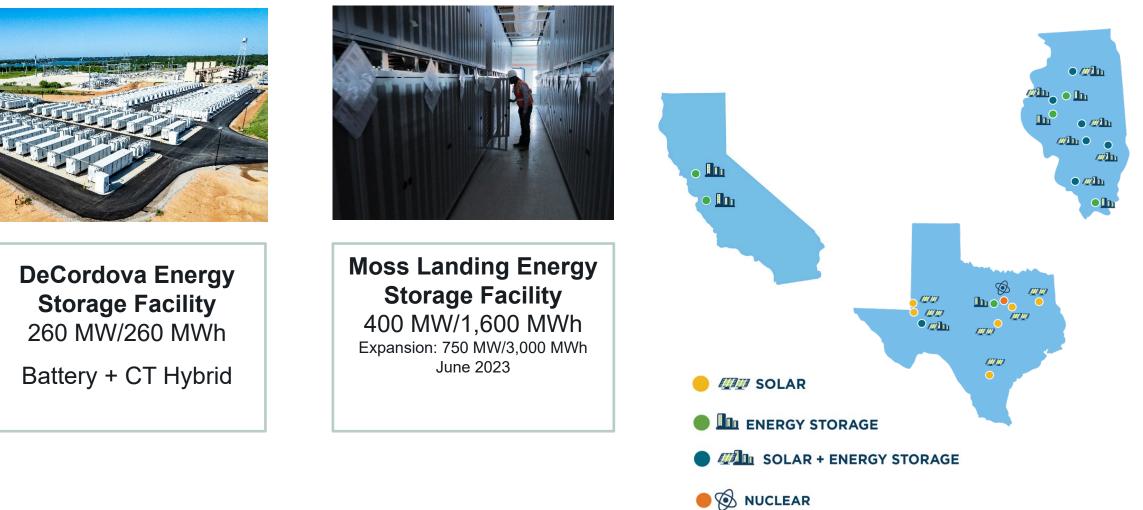
# Vistra Zero & Sustainability Goals



### **Strategic Green Energy Growth - Vistra Zero Portfolio**



Strategic growth of our clean energy portfolio, Vistra Zero, with a focus on diversified generation sources, markets and revenue sources



### **Brightside and Emerald Grove Solar Facilities**



Brightside and Emerald Grove bring a combined 158MW of solar capacity to the ERCOT grid; announced online as of April and June 2022, respectively



Brightside



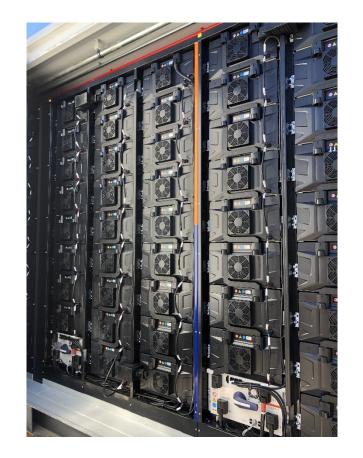
Emerald Grove

## **DeCordova Energy Storage Facility**



DeCordova is a 260MW / 260MWh energy storage system co-located at Luminant's natural gas-fueled DeCordova Power Plant; announced online as of May 2022





## Moss Landing Energy Storage Facility



Phase III of the Moss Landing Energy Storage Facility will bring the site's total energy storage capacity to 750MW / 3,000MWh





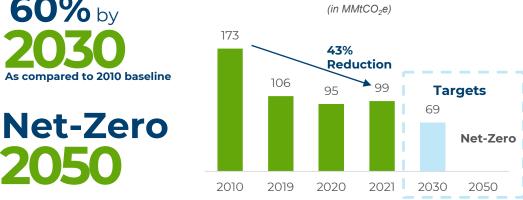
## Sustainability: Environmental Stewardship



Vistra's green-focused targets emphasize its sustainability transition that balances reliability and affordability of power

#### EMISSIONS REDUCTIONS





Scope 1 and Scope 2 GHG Emissions

#### **AWARDS**



2021 Excellence in Surface Coal Mining **Reclamation** Award



Texan by Nature 20 (TxN 20) Honoree

#### VISTRA'S PORTFOLIO TRANSFORMATION

#### ~3.400 MW<sup>2</sup>

of zero-carbon generation currently online

#### ~15,150 MW

fossil generation retired since 2010. ~10,400 MW retired since 2018 and on track for ~20.000 MW total retired by 2027 (from 2010 baseline)



#### **Disciplined Zero-Carbon**

generation/storage growth over time

#### REPORTING

2021 Sustainability Report (GRI & SASB) 2020 Climate Report (TCFD) 2021 CDP questionnaire Green Finance Framework

1. Vistra's goal to achieve a 60% reduction in noted emissions by 2030, as compared to the 2010 baseline, and net-zero carbon emissions by 2050, assumes necessary advancements in technology and supportive market constructs and public policy. 2. Includes Comanche Peak nuclear facility; does not include Energy Harbor nuclear generation.

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## Sustainability: Social Responsibility & Governance



### Vistra's Purpose: Lighting up people's lives, powering a better way forward

#### **PEOPLE AND COMMUNITIES**

#### Diversity, Equity, and Inclusion

- Vistra part of **Disability:IN** to further advance inclusion and equality
- Dedicated employee-led **Diversity, Equity, and Inclusion Advisory Council** and **13 Employee Resource Groups** available with focus on Vistra culture and the community

#### **Employee Health & Safety**



- O.85 Total Recordable Incident Rate achieved in 2022
- No serious injuries or fatalities in over **3 years**



• 14 Facilities recognized with OSHA VPP Star Rating

#### **Community Support**

• Provided **\$6 million** of charitable giving in 2021, including **\$2 million** of a five-year \$10 million commitment to support the advancement of business and education in diverse communities

#### GOVERNANCE

- Oversight of Vistra's ESG initiatives is governed by the full Vistra board, with oversight of subject matter-specific components delegated to relevant board committees
- Board Composition



#### **AWARDS**

 For America's Most JUST Companies in 2023, Vistra is the ranked #1 for Shareholders & Governance in the Utilities industry



 Recognized by American Association of People with Disabilities (AAPD) and Disability: IN as a Best Place to Work for Disability Inclusion in the 2022 Disability Equality Index

#### CECP CECP CEC ACTION FOR DIVERSITY & INCLUSION CEC ACTION FOR DIVERSITY & INCLUSION

MEMBERSHIPS AND ADVOCACY