

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  Vistra Energy Corp.		2 Issuer's employer identification number (EIN)  36-4833255	
3 Name of contact for additional information  Carla Howard	4 Telephone No. of contact  214-812-2384	5 Email address of contact  carla.howard@vistraenergy.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  6555 Sierra Drive		7 City, town, or post office, state, and ZIP code of contact  Irving, Texas 75039	
8 Date of action	9 Classification and description  COMMON STOCK		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol  VST	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On April 9, 2018, Dynegey, Inc. ("Dynegey") merged with and into Vistra Energy Corp. ("Vistra") with Vistra surviving (such transaction, the "Merger"). The only consideration received by the stockholders of Dynegey (the "Dynegey Stockholders") in the Merger was Vistra common stock.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The Merger qualifies as a reorganization under Internal Revenue Code Section 368(a). Accordingly, the Dynegey Stockholders are not expected to recognize any gain or loss, or include any amount in income, for U.S. federal income tax purposes as a result of the Merger, except with respect to cash received in lieu of fractional shares of Vistra common stock.

The Dynegey Stockholders' aggregate tax basis in the Vistra common shares received in the Merger (including any fractional shares deemed received) will equal their aggregate tax basis in the Dynegey shares exchanged. The Dynegey Stockholders' per share tax basis, however, will change due to the differing number of shares received in the Merger compared to the number of shares surrendered in the Merger. The Dynegey Stockholders received 0.652 shares of Vistra common stock for each share of Dynegey common stock held immediately prior to the Merger, resulting in an exchange ratio of 0.652 (the "Exchange Ratio").

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The change in the per share tax basis of the common stock held by the Dynegey Stockholders is based on the Exchange Ratio. Specifically, each 0.652 of a share of Vistra common stock received in the Merger (including any fractional shares deemed received) will have a tax basis equal to the tax basis of the one share of Dynegey common stock exchanged therefor.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
Internal Revenue Code Sections 354, 358, 1001, and 368(a).

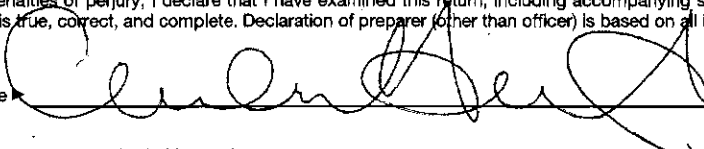
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18 Can any resulting loss be recognized? ▶  
No loss can be recognized upon the exchange of the Dynegey common stock for Vistra's common stock (except with respect to cash received in lieu of fractional shares).

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
The reportable tax year is 2018.

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**Sign Here**  
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.  
Signature ▶  Date ▶ 5-3-18  
Print your name ▶ Carla A. Howard Title ▶ Sr. VP and General Tax Counsel

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.