

# **TALEN ENERGY CORPORATION**

## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**(Amended and Restated March 14, 2024)**

### **PURPOSE**

The purpose of the Nominating and Governance Committee (the “Committee”) of the board of directors (the “Board”) of Talen Energy Corporation (the “Company”) is to assist the Board with oversight of the director nominations process and the Company’s corporate governance.

### **MEMBERSHIP**

Size: The Committee shall consist of three or more members of the Board.

Independence: Each member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market LLC (“Nasdaq”) and such other rules or regulations that may be applicable from time to time.

Appointment/Term/Removal: The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

### **STRUCTURE AND OPERATIONS**

Leadership: The Board shall designate a member of the Committee as the chairperson.

Meetings: The Committee shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities. The agenda and materials for Committee meetings will be prepared by the Committee chairperson in consultation with the other Committee members. The Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite any individuals to its meetings as it deems appropriate. However, the Committee shall meet regularly without such individuals present.

Onboarding/Education: The Company will provide new members of the Committee with appropriate onboarding briefings, and the full Committee with educational resources and opportunities related to corporate governance and other matters as may be appropriate or requested by the Committee.

Outside Advisors: The Committee shall have the authority, in its sole discretion, to retain and terminate a director search firm, outside legal counsel and such other advisors as it deems

necessary or appropriate to fulfill its duties and responsibilities under this Charter. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any director search firm, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall set the compensation and retention terms and oversee the work of any director search firm, outside legal counsel or other advisors engaged by it. Any communications between the Committee and its outside legal counsel will be privileged communications.

Any director search firm or other advisors retained by the Committee shall be independent as determined in the good faith discretion of the Committee.

Funding: The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any director search firm, outside legal counsel or other advisors engaged by the Committee, and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Delegation of Authority: To the extent allowed by applicable law and the listing rules of Nasdaq, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, so long as any such subcommittee is comprised entirely of independent directors and has a written charter.

Books and Records: The Committee will have access to the Company's books, records, facilities and personnel.

## **DUTIES AND RESPONSIBILITIES**

The Committee shall have the following authority and responsibilities:

1. Director Qualifications: To determine the qualifications, qualities, skills, and other expertise required to be a director of the Board and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for directors (the "Director Criteria").
2. Director Nominee Identification/Screening: To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.
3. Director Nominee Identification/Screening for Subsidiary and/or Joint Venture Boards: To identify and screen individuals qualified to become members of the board of directors or managers of any of the Company's subsidiaries or joint venture companies where the Company or its subsidiaries have a right to appoint directors or managers, consistent with the Director Criteria. The Committee shall review the contributions of any such incumbent directors or managers in determining whether to recommend that the Board nominate them for reelection to such subsidiary or joint venture board.

4. Director Independence: To develop and recommend to the Board for approval standards for determining whether a director is independent.
5. Board Refreshment: To review the size of the Board and ensure that qualified director candidates with a diversity of age, gender, sexual orientation, ethnicity, tenure, skills and experience are included by the Company or any search firm it engages in each pool of candidates from which Board nominees are chosen.
6. Shareholder Director Nominations: To consider any director candidates recommended by the Company's stockholders pursuant to the procedures set forth in the Company's bylaws and described in the Company's proxy statement, as applicable.
7. Shareholder Proposals: To review shareholder proposals and recommend Board responses, as applicable.
8. Shareholder Engagement: To oversee engagement with stockholders and proxy advisory firms, review proxy advisory firm policies and voting recommendations and recommend any proposed actions to the Board.
9. Director Nominee Approval: To make recommendations to the Board regarding the selection and approval of the nominees for director to be filled by the Board or submitted to a stockholder vote at an annual or special meeting of stockholders, as applicable. Committee oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.
10. Board Leadership: To review the Board's leadership structure and recommend changes to the Board as appropriate.
11. Board Committee Membership: To annually review the Board's committees sizes, structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and as committee chairperson.
12. Corporate Governance Documents: To renew, develop, or propose to the Board changes to the Company's certificate of incorporation, bylaws, code of conduct, corporate governance guidelines, and other corporate governance policies as needed.
13. Corporate Governance Disclosure: To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report (on Form 10-K or otherwise), as applicable.
14. Environmental, Social and Governance ("ESG") Matters: To review and monitor the development and implementation of the goals the Company may establish from time to time with respect to its ESG and sustainability matters, and provide guidance to the Board on such matters.

15. Corporate Governance Trends: To review emerging corporate governance trends, best practices and regulations applicable to the corporate governance of the Company and recommend to the Board any proposed changes to the Company's corporate governance policies and practices to account for such corporate governance developments.
16. Outside Directorships: To review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.
17. Succession Planning: To develop and recommend to the Board for approval a succession plan (the "Succession Plan") for the CEO and other key executives, review the Succession Plan periodically, identify and evaluate potential candidates for CEO and other key executive positions and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.
18. Board and Management Performance Evaluation: To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and management and to oversee the conduct of this annual evaluation.
19. Committee Performance Evaluation: To conduct an annual evaluation of the performance of its duties under this Charter and to present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
20. Committee Charter Review: To review this Charter at least annually and recommend any proposed changes to the Board for approval.