

ENERGY FUTURE HOLDINGS CORP.

CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines have been adopted by the Board of Directors (Board) of Energy Future Holdings Corp. (Company) and, together with the charters of the Board's Committees and the Certificate of Formation and Bylaws of the Company, provide the framework for the governance of the Company. These Corporate Governance Guidelines will be reviewed periodically by the Board and, together with the Committee charters and the Company's Code of Conduct, will be posted on the Company's website.

OUTSIDE BOARD SERVICE - OFFICERS

The Chief Executive of the Company may not serve on the boards of more than two publicly-held companies; provided, however, that the Board may grant an exception to this policy if it finds that service on a greater number of publicly-held company boards would not impair the Chief Executive's ability to serve effectively or otherwise present a conflict of interest, taking into account any relevant facts and circumstances. The Chief Executive must obtain approval of the Board prior to agreeing to serve on the board of any publicly-held company. Persons reporting directly to the Chief Executive may not serve on the board of more than one publicly-held company. Persons reporting directly to the Chief Executive must obtain approval of the Chief Executive and the Board prior to agreeing to serve on the board of any other publicly-held company.

BOARD COMPOSITION; DIRECTOR QUALIFICATIONS

The Board shall consist of between two and seventeen directors, and shall include directors appointed by members of the Sponsor Group as well as directors who are not affiliated with the Sponsor Group. The Sponsor Group consists of Kohlberg Kravis Roberts & Co. L.P., TPG Capital, L.P., Goldman, Sachs & Co. and their affiliates.

In evaluating non-Sponsor Group affiliated nominees for Board membership, the Board considers the following factors:

1. Judgment, character, expertise, skills and knowledge useful to the oversight of the Company's business;
2. Business, governmental, civic or other relevant experience; and
3. The extent to which the interplay of the nominee's qualifications with those of other Board members will build a Board that is effective, in light of the Company's business and structure.

Pursuant to the terms of the Amended and Restated Limited Liability Company Agreement ("LLC Agreement") of Texas Energy Future Capital Holdings LLC ("TEF"), which is the general partner of the majority shareholder of the Company, each of the members of the Sponsor Group have the right to appoint three members to the Board.

DIRECTORS' RESPONSIBILITIES

The basic responsibility of the directors is to oversee the management of the business of the Company and to exercise their good faith business judgment to act in what they reasonably believe to be the best interests of the Company and its shareholders. In addition to its general oversight of the management of the Company, the Board or, in some cases, the appropriate committee of the Board, performs a number of specific functions including:

1. selecting, evaluating and compensating the Chief Executive and overseeing executive management succession planning;
2. providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
3. reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
4. assessing major risks facing the Company, reviewing options for their mitigation and overseeing the Company's processes for assessing, managing and mitigating risk;
5. overseeing the Company's processes for maintaining the integrity of the Company including the integrity of the financial statements, compliance with law and ethics, relationships with customers and suppliers and relationships with other stakeholders; and
6. overseeing the Company's maintenance of the separateness requirements with respect to Oncor Electric Delivery Holdings Company LLC and its subsidiaries, including Oncor Electric Delivery Company LLC (Oncor).

Directors are expected to attend and participate in Board meetings and meetings of committees on which they serve, to spend the time needed and meet as frequently as necessary to discharge their responsibilities. Information that is important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors to afford them a reasonable amount of time to review such materials in advance of the meeting.

Directors should advise the Chairman of the Board and the Chief Executive (1) prior to agreeing to serve on the board of any publicly-held company, (2) prior to establishing other significant relationships with businesses, institutions, governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the director's relationship to the Company, and (3) promptly, each time their principal occupations or business associations change substantially.

REVIEWING AND APPROVING SIGNIFICANT TRANSACTIONS

Board approval of a particular transaction may be appropriate because of several factors, including:

1. legal or regulatory requirements;
2. the terms of the transaction, and its impact on the Company's financial performance, risk profile or business; or
3. other factors, such as a variation from the Company's fundamental financial or strategic plans.

The Board has approved a delegation of authority framework to be utilized by management in determining whether certain transactions should be submitted to the Board for review and approval or notification.

MEETINGS OF THE BOARD

The Board shall meet as frequently as necessary to discharge its responsibilities, and in any event, not less than four times per year.

The Chairman of the Board, with input from directors and other members of management, establishes the preliminary agendas for Board meetings which are distributed, along with related materials, in advance of the meetings. Directors are encouraged to suggest agenda items. At any Board meeting, directors are free to raise subjects, issues and questions that are not on the agenda. The Board may meet in person, telephonically or by video conference, and may act by unanimous written consent.

The Board normally invites the Company's executive officers to attend the regular sessions of the Board. Additional Company personnel may be invited to attend as deemed appropriate.

The Board shall conduct an annual self-evaluation.

COMMITTEES OF THE BOARD

The standing committees of the Board are the Audit Committee, the Executive Committee, and the Organization and Compensation Committee. The Board will appoint annually the members of the committees, and will consider rotating members of the committees from time to time; however, committee rotation is not mandatory. A director may serve on more than one committee, provided that the director is qualified for such service.

Each of the Audit Committee and the Organization and Compensation Committee operates under a written charter. The charters will set forth the purposes and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, and committee structure and operations. The charters will also provide that each committee will annually evaluate its performance. The responsibility of the Executive Committee is to exercise the Board's authority in the intervals between meetings of the Board. Subject to the requirements of the respective committee charters, the Chairman of the Board, with input from each committee chair and other members of management, establishes the preliminary agendas for the committee meetings which are distributed, along with related materials, in advance of the meetings. Committee members are encouraged to suggest agenda items. In addition, all directors, whether or not members of the Committee, may make suggestions to the committee chair for additions to the agenda of his or her committee.

Each committee chair will determine the frequency and length of committee meetings, in accordance with the committee's charter. At any committee meeting, committee members are free to raise subjects, issues and questions that are not on the agenda. Each Committee shall report regularly to the Board summarizing the committee's actions and any significant issues considered by the committee at its meeting. Such reporting shall not be required if all directors are present at the committee meeting where such actions or issues are considered. Unless a committee expressly determines otherwise, the agenda and minutes for each committee meeting shall be made available to all directors. Additional materials reviewed by the committee will be available to any director upon request. Directors are free to attend any committee meeting.

The Board may from time to time establish or maintain additional committees as it deems necessary or appropriate.

DIRECTORS' COMPENSATION

The Organization and Compensation Committee (Compensation Committee) will recommend to the Board the form and amount of compensation to be provided for service on the Board and its committees. In making its recommendation, the Compensation Committee will consider the form and amount of compensation provided to persons serving on the boards of companies which are comparable to the Company. Directors who are officers or former officers of the Company do not receive any compensation for service as a director.

CHIEF EXECUTIVE EVALUATION AND MANAGEMENT SUCCESSION

The Compensation Committee will conduct an annual review of the Chief Executive's performance as set forth in its charter and will provide a report of such review to the full Board.

Periodically, the Compensation Committee will review and discuss with the Board executive management succession planning including (i) the establishment of appropriate criteria for the selection and evaluation of potential successors to the Chief Executive and other executive management of the Company and (ii) succession in the event of an emergency or retirement of the Chief Executive. The Chief Executive shall

make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

The Board does not have a policy requiring the separation of the offices of the Chairman of the Board and the Chief Executive. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination regarding this issue when it elects a new Chief Executive and thereafter as deemed appropriate.

CODE OF CONDUCT

The Company will at all times maintain a Code of Conduct for its employees, officers and directors. Among other matters, the Code of Conduct addresses relationships with customers, affiliates, suppliers and competitors; safeguarding the Company's assets; conduct in the workplace; conflicts of interest; compliance with laws and regulations and other policies. The Code of Conduct specifies the procedures for employees to report any concerns or suspected violations of laws, regulations or the Code of Conduct and specifically provides that no retaliation will be taken against any employee for reporting such matters in good faith.

The Board expects directors, as well as the Company's officers and employees, to act ethically at all times and to adhere to the Code of Conduct. It is not expected that there would be waivers from the Code of Conduct. Any waiver applicable to an executive officer or director must be approved by the Board or the Audit Committee and promptly disclosed to shareholders.

RELATED PERSON TRANSACTIONS

As part of good governance, the Board has adopted this policy, which shall be followed in connection with all related person transactions involving the Company.

A related person transaction shall be consummated or shall continue only if:

1. the Audit Committee approves or ratifies such transaction in accordance with this policy and if the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party;
2. the transaction is approved by the disinterested members of the Board or the Executive Committee; or
3. the transaction involves compensation approved by the Organization and Compensation Committee.

For purposes of this policy, "related person" has the meaning in Item 404 of Regulation S-K under the Securities Exchange Act of 1934.

For purposes of this policy, a "related person transaction" is a transaction between the Company and a related person, other than the types of transactions described below, which are deemed to be pre-approved by the Audit Committee:

1. any compensation paid to a director if the compensation is required to be reported under Item 402 of Regulation S-K;
2. any transaction with another company at which a related person's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's ownership interests;
3. any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a related person's only relationship is as an employee (other than an executive officer) or director;

4. transactions where the related person's interest arises solely from the ownership of the Company's equity securities and all holders of that class of equity securities received the same benefit on a pro rata basis;
5. transactions involving a related party where the rates or charges involved are determined by competitive bids;
6. any transaction with a related party involving the rendering of services as a common or contract carrier, or public utility, as rates or charges fixed in conformity with law or governmental authority;
7. any transaction with a related party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar service;
8. transactions available to all employees or customers generally (unless required to be disclosed under Item 404, if applicable);
9. transactions involving less than \$100,000 when aggregated with all similar transactions;
10. transactions between the Company and its subsidiaries or between subsidiaries of the Company;
11. transactions not required to be disclosed under Item 404; and
12. open market purchases of the Company's or its subsidiaries' debt or equity securities and interest payments on such debt securities.

The Board has determined that it is appropriate for the Audit Committee to review and approve or ratify related person transactions. Accordingly, at least annually, management shall review related person transactions to be entered into by the Company, if any. After review, the Audit Committee shall approve/ratify or disapprove such transactions. Management shall update the Audit Committee as to any material changes to such related person transactions. In unusual circumstances, the Company may enter into related person transactions in advance of receiving approval, provided that such related person transactions are reviewed and ratified as soon as reasonably practicable by the Audit Committee. If the Audit Committee determines not to ratify such transactions, the Company shall make all reasonable efforts to cancel or otherwise terminate such transactions.

OTHER KEY POLICIES AND PRACTICES

The proceedings and deliberations of the Board and its committees shall be confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

Consistent with the public commitments relating to Oncor, Oncor's board cannot be overruled by the Company's Board or any of its subsidiaries on dividend policy, debt issuance, capital expenditures, management and service fees, and appointment or removal of Oncor board members.

Management, working with the Board, shall provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management shall prepare additional educational sessions for directors on matters relevant to the Company and its business.

The Company will not make any personal loans or extensions, or arrangement for the extension, of credit to or for any director or executive officer.

Directors may contact the Chief Executive at any time to discuss any aspect of the Company's business, and will have full access to other employees of the Company and its subsidiaries. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive or the Secretary or directly by the director. In any event, directors will have frequent opportunities to meet with the CEO and other members of senior management in both formal and informal settings.

The Board and its committees have the authority to retain independent outside financial, legal or other advisors. In performing its functions, the Board shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors.

In addition to the approval of the board of directors of EFH Corp., if required, the following actions by EFH Corp. or its subsidiaries shall require the approvals specified in the LLC Agreement of TEF:

1. hiring or firing the chief executive officer of EFH Corp.;
2. materially amending, altering or repealing, whether by merger, consolidation, combination or reclassification or otherwise, the organizational documents of EFH Corp.;
3. authorizing, implementing or entering into any agreement for any transaction or series of transactions that would result in a change of control of EFH Corp.;
4. initiating, commencing or effecting an initial public offering of securities;
5. making any extraordinary dividends or distributions in respect of, or repurchases or recapitalizations of, any capital stock or other equity interests of EFH Corp.;
6. authorizing, implementing or entering into any agreement for any acquisitions or dispositions by EFH Corp. or any of its subsidiaries, whether by merger, consolidation, asset sale or otherwise, in each such case providing for aggregate consideration in excess of \$500 million in any twelve month period;
7. incurrence of any indebtedness with an aggregate principal amount in excess of \$500 million by EFH Corp. or any of its subsidiaries (excluding refinancings and reborrowings under revolving credit facilities);
8. permitting the commencement of a proceeding for bankruptcy, insolvency, receivership or similar action with respect to EFH Corp. or any of its subsidiaries; and
9. entry into or development of a new line of business materially different from existing lines of business, or ceasing any line of business, of EFH Corp.

As amended February 27, 2014