

TXU CORP.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSES OF THE COMMITTEE

The principal purposes of the Nominating and Governance Committee (Committee) of the Board of Directors (Board) of TXU Corp. (Company) are to:

1. Identify individuals qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders;
2. Oversee, and assume a leadership role in, the governance of the Company including recommending Corporate Governance Guidelines for the Board's consideration;
3. Lead the Board in its annual evaluation of its performance; and
4. Recommend to the Board nominees for each committee of the Board.

STRUCTURE AND COMPOSITION OF THE COMMITTEE

As soon as practicable after the annual meeting of shareholders each year, the Board shall appoint the members of the Committee to serve for the ensuing twelve months or until their successors shall be duly appointed and qualified. Committee members may be removed by the Board. Unless the Chair is appointed by the Board, the Committee members shall designate a Chair by majority vote of the Committee.

The Committee shall be comprised of at least three directors of the Company, each of whom satisfies the requirements for independence under applicable law and regulations of the Securities and Exchange Commission (SEC) and the New York Stock Exchange (NYSE).

MEETINGS OF THE COMMITTEE

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment and shall meet periodically in executive session without management. The Chair or a majority of the members of the Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee may meet in person or telephonically and may act by unanimous written consent. The Committee shall report to the Board from time to time, as circumstances may dictate.

AUTHORITY AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify candidates qualified to serve as directors and shall have sole authority to approve such search firm's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have the resources and funding necessary or appropriate for the Committee to discharge its duties and responsibilities as set forth in this Charter and as required by applicable law and regulations.

The Committee may form and delegate authority to subcommittees as it may deem necessary.

The Committee shall:

1. Identify individuals qualified to become Board members and recommend to the Board nominees for election as directors of the Company. It is the policy of the Committee to consider recommendations for such nominees including those submitted by shareholders. In this regard, shareholders may

recommend nominees by writing to the Committee c/o the Secretary of the Company, 1601 Bryan Street, Dallas, Texas 75201-3411. Such recommendations will be promptly provided to the Committee Chair. Recommendations to be considered at the next annual meeting must be received by the date indicated in the proxy statement.

2. In identifying and evaluating nominees, the Committee may consult with members of the Board, Company management, consultants and other individuals likely to possess an understanding of the Company's business and knowledge of suitable candidates. The Committee's assessment of director nominees shall be consistent with the Board's criteria for membership as follows: (a) not less than a majority of directors shall satisfy the NYSE independence requirements; (b) all directors shall possess strong character; business acumen; high personal and professional ethics, integrity and values; practical wisdom and mature judgment; commitment to representing the long-term interests of the Company; relevant knowledge and experience and the willingness to devote sufficient time to carrying out their duties and responsibilities effectively; and (c) consideration will be given to the Board's desire for directors with diverse backgrounds and interests.
3. Review and recommend to the Board any proposed changes in the composition, organization practices and processes of the Board including matters relating to directors' tenure and retirement.
4. Review and recommend to the Board any proposed changes to the Board's Committee structure and composition, and recommend to the Board nominees for each of the Board's Committees.
5. Develop and recommend to the Board the process for the annual evaluation of the Board and its Committees and oversee such evaluations.
6. Annually review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend to the Board any proposed changes it deems appropriate.
7. Review any proposal properly submitted by a shareholder for inclusion in the Company's proxy statement and recommend to the Board whether or not the Board should support such proposal, including the reasons for such recommendation.
8. Make reports to the Board with respect to its activities.
9. Review and reassess the adequacy of its Charter at least annually and recommend to the Board any proposed amendments.
10. Annually review its own performance.

The Committee shall also perform any other activities consistent with this Charter, the Company's bylaws and governing law as the Committee or the Board may, from time to time, deem necessary or appropriate.

As amended 02/18/05