

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>TotalEnergies SE</u> <hr/> (Last) (First) (Middle) 2, PLACE JEAN MILLIER LA DEFENSE 6 <hr/> (Street) COURBEVOIE IO 92400 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Clearway Energy, Inc. [ CWEN ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class C Common Stock	02/15/2024		J <sup>(1)</sup>		426	A	(1)	95,549	I	See footnotes <sup>(2)(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
TotalEnergies SE  


---

 (Last) (First) (Middle)  
 2, PLACE JEAN MILLIER  
 LA DEFENSE 6  


---

 (Street)  
 COURBEVOIE IO 92400  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TotalEnergies Gestion USA SARL  


---

 (Last) (First) (Middle)  
 2, PLACE JEAN MILLIER  
 LA DEFENSE 6  


---

 (Street)  
 COURBEVOIE IO 92400  


---

 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TotalEnergies Holdings USA, Inc.  


---

 (Last) (First) (Middle)

1201 LOUISIANA ST. SUITE 1800,		
(Street)		
HOUSTON	TX	77002
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">TotalEnergies Delaware, Inc.</a>		
(Last) (First) (Middle)		
1201 LOUISIANA ST. SUITE 1800,		
(Street)		
HOUSTON	TX	77002
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">TotalEnergies Renewables USA, LLC</a>		
(Last) (First) (Middle)		
1201 LOUISIANA ST. SUITE 1800,		
(Street)		
HOUSTON	TX	77002
(City) (State) (Zip)		

**Explanation of Responses:**

1. Reflects the forfeiture of shares of restricted stock of the Issuer previously granted by Clearway Energy Group LLC ("Clearway Energy Group") under its Long Term Equity Incentive Program to one or more of its employees.
2. The securities reported herein are held directly by Clearway Energy Group, a wholly owned subsidiary of GIP III Zephyr Acquisition Partners, L.P. ("GIP"). TotalEnergies Renewables USA, LLC holds 50% of the equity interests in Zephyr Holdings GP, LLC, which is the general partner of GIP. TotalEnergies Holdings USA, Inc. is the sole shareholder of TotalEnergies Delaware, Inc., which is the sole member of TotalEnergies Renewables USA, LLC. TotalEnergies Gestion USA SARL, which is a direct wholly owned subsidiary of TotalEnergies SE, is the sole shareholder of TotalEnergies Holdings USA, Inc. As a result, each of the foregoing entities may be deemed to beneficially own the securities reported herein.
3. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a) (4) under the Securities Exchange Act of 1934, each of the Reporting Persons states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the securities reported herein for purposes of Section 16 or for any other purpose.

[TOTALENERGIES SE By: /s/ Marine Delaitre Name: 02/20/2024](#)  
[Marine Delaitre Title: Authorized Signatory](#)  
[TOTALENERGIES GESTION USA SARL By: /s/ Eric Bozec Name: Eric Bozec 02/20/2024](#)  
[Title: General Manager](#)  
[TOTALENERGIES HOLDINGS USA, INC. By: /s/ Rich Frazier Name: Rich 02/20/2024](#)  
[Frazier Title: Assistant Secretary](#)  
[TOTALENERGIES DELAWARE, INC. By: /s/ Rich Frazier Name: Rich 02/20/2024](#)  
[Frazier Title: Secretary](#)  
[TOTALENERGIES RENEWABLES USA, LLC By: /s/ Rich Frazier Name: Rich Frazier Title: Secretary 02/20/2024](#)

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.