

**CLEARWAY ENERGY, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

**(Last amended: December 10, 2019)**

These Corporate Governance Guidelines (the “Guidelines”) of Clearway Energy, Inc. (the “Company”) have been developed to assist the Board of Directors (the “Board”) in the exercise of its responsibilities. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents, as each of the foregoing may be amended from time to time. The Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations.

**1. ROLE AND COMPOSITION OF THE BOARD OF DIRECTORS**

***Role of the Board***

The Board, which is elected by the Company’s stockholders, oversees the management of the Company and its business. This responsibility includes (i) monitoring senior management’s conduct of the Company’s business operations and affairs to evaluate whether the business is being properly managed; (ii) reviewing and, where appropriate, approving the Company’s fundamental financial and business objectives, strategies, plans and major corporate actions; (iii) assessing major risks facing the Company and reviewing options for their mitigation; (iv) selecting, regularly evaluating the performance of, and approving the compensation of the chief executive officer (the “CEO”) and other executive officers; (v) planning for succession with respect to the position of CEO and monitoring management’s succession planning for other senior executives; (vi) overseeing the Company’s policies and procedures regarding corporate governance, legal compliance, ethical conduct and maintenance of financial and accounting controls; and (vii) overseeing processes for maintaining the integrity of the Company. The Board’s goals are to build long-term value for the Company’s stockholders, and to assure the vitality of the Company for its customers, suppliers and other stakeholders.

The Board has delegated to the CEO, working with the other executive officers of the Company, the authority and responsibility for managing the business of the Company in a manner consistent with the standards and practices of the Company, and in accordance with any specific plans, instructions or directions of the Board. The CEO and management are responsible for seeking the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the Company.

***Role of Directors***

A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities, including those specified above. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman of the Board or the Chairperson of the appropriate committee in advance of such meeting.

### *Size, Composition and Membership Criteria*

At all times, subject to applicable phase-in periods after the Company ceases to be a “Controlled Company” (as defined in the New York Stock Exchange’s (“NYSE”) listing standards), a majority of the Board’s members will be independent. An “independent” director is a director who meets the definition of “independent director” under the listing standards of the NYSE and is affirmatively determined to be “independent” by the Board. The Board recognizes, however, that directors who do not meet the NYSE’s independence standards have historically made, and can be expected to continue to make, valuable contributions to the Board and to the Company by reason of their experience, judgment, intelligence and wisdom. The Board will affirmatively determine on an annual basis, and the Company will disclose as required, as to each Board member, whether he or she is independent. The Board is presently composed of nine directors. The entire Board is elected annually.

In connection with the selection and nomination process, the Corporate Governance, Conflicts and Nominating Committee shall review the desired experience, mix of skills and other qualities to determine appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board. The Corporate Governance, Conflicts and Nominating Committee considers the following attributes of candidates for the Board: (1) relevant knowledge, diversity of background and experience in areas including business, finance, accounting, technology, marketing, international business and government; (2) personal qualities of leadership, character, judgment and whether the candidate possesses a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards; (3) roles and contributions valuable to the business community; and (4) whether the candidate is free of conflicts, including the candidate’s qualification as “independent” under the various standards applicable to the Board and its committees, and has the time required for preparation, participation and attendance at meetings. In addition, the Corporate Governance, Conflicts and Nominating Committee seeks to achieve diversity within the Board and adheres to the Company’s philosophy of maintaining an environment free from discrimination on the basis of race, color, religion, sex, sexual orientation, gender identity, age, national origin, disability, veteran status or any protected category under applicable law. This process is designed to provide that the Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to the business of the Company.

The Corporate Governance, Conflicts and Nominating Committee reviews the qualifications of director candidates in light of applicable Board membership criteria and recommends candidates to the Board for election by the stockholders at the annual meeting, in accordance with the terms of the Company’s Bylaws.

The Corporate Governance, Conflicts and Nominating Committee also considers nominations by stockholders who recommend candidates for election to the Board in compliance with the advance notice provisions in the Company’s Bylaws, applicable Securities and Exchange Commission (the “SEC”) rules and regulations, and applicable securities market rules and regulations.

### ***Board Leadership***

The Chairman of the Board shall be selected by the Board. The Board understands that there is no single, generally accepted approach to providing Board leadership and that it is in the best interests of the Company for the Board to make a determination regarding whether or not to separate the roles of Chairman of the Board and CEO based upon the circumstances. Currently, the offices of Chairman and CEO are held by two individuals.

When the Chairman is an affiliated director or a member of Company management, or when the independent directors determine that it is in the best interests of the Company, the independent directors will annually appoint from among themselves a Lead Independent Director. The Lead Independent Director coordinates the activities of the independent directors and is authorized to call meetings of the independent directors, chairs executive sessions of the independent directors, and performs the other duties either specified in these guidelines or assigned from time to time by the Board.

### ***Change in Present Responsibilities***

The Board should consider whether a change in an individual director's professional responsibilities directly or indirectly impacts that person's ability to fulfill his or her directorship obligations with respect to the Company. All directors (including employee and non-employee directors) must submit a resignation as a matter of course upon retirement, a change in employer, or other significant change in their professional roles and responsibilities. The Board, based upon recommendations from the Corporate Governance, Conflicts and Nominating Committee, will evaluate the change in a director's employment or professional responsibilities and determine whether or not the Board should accept such director's resignation or request such director's continued membership on the Board.

### ***Director Attendance at Annual Meetings of Stockholders***

Directors are invited and encouraged to attend the Company's annual meeting of stockholders. A director who is unable to attend the Company's annual meeting of stockholders (which it is understood will occur on occasion) is expected to notify the Chairman of the Board in advance of the meeting.

### ***Service on Other Boards***

A director who also serves in the capacity of a CEO or in an equivalent position should not serve on more than two boards of public companies in addition to the Board, and other directors should not serve on more than four other boards of public companies in addition to the Board. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Company's Board.

### ***Selection of Board Nominees***

On the recommendation of the Corporate Governance, Conflicts and Nominating Committee, the Board shall nominate persons for election to the Board and fill vacancies on the Board that may occur between annual meetings of stockholders. The Corporate Governance,

Conflicts and Nominating Committee shall be responsible for identifying and recommending to the Board qualified director candidates for election as new directors. The Corporate Governance, Conflicts and Nominating Committee shall also annually review each incumbent director's past performance and recommend to the Board whether such director should be nominated for reelection.

## **2. FUNCTIONING OF THE BOARD AND BOARD MEETINGS**

### ***Frequency of Meetings***

There shall be at least four regularly scheduled meetings of the Board each year. At least one regularly scheduled meeting of the Board shall be held quarterly. Special Board meetings may be called as set forth in the Bylaws of the Company.

### ***Agendas***

The Chairman, in consultation with the CEO, sets the agenda for Board meetings with the understanding that certain items pertinent to the advisory and monitoring functions of the Board be brought to it periodically by the Chairman for review and/or decision. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chairperson of that committee. Directors are encouraged to suggest the inclusion of items on the agenda.

### ***Distribution of Board Meeting Materials***

Board meeting materials related to agenda items are provided to directors sufficiently in advance of Board meetings to allow directors to review and prepare for discussion of the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, meeting materials are presented only at the Board meeting.

### ***Director Access to Management and Employees***

At the invitation of the Board, members of senior management recommended by the Chairman or CEO may attend Board meetings or portions of meetings for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the manager responsible for that area of the Company's operations. Directors also have full and free access to other members of management, to employees of the Company, and to the Company's counsel, subject to their use of judgment to assure that this access is not distracting to the business operations of the Company.

### ***Access to Outside Advisors***

The Board and its committees have the right to retain outside financial, legal or other advisors as they determine appropriate to assist them in the performance of their respective functions.

### *Executive Sessions of Non-Management Directors*

The non-management directors meet in executive session periodically following Board meetings. It is the policy of the Board that the Chairman presides at executive sessions; provided that if the Chairman is a member of management then it is the policy of the Board that the Lead Independent Director presides at executive sessions. If one or more non-management directors are not “independent” under the rules and regulations of the NYSE, then the independent directors shall at least once a year meet in a separate executive session. The schedule for such executive session or sessions of independent directors shall be established at the first executive session of non-management directors held in each fiscal year.

### *Director Attendance*

A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend, either in person or by telephone, all of the meetings of the Board and Board committees on which such director sits, with the understanding that on occasion a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman of the Board or the chairperson of the appropriate committee in advance of such meeting.

## **3. DIRECTOR COMPENSATION**

Non-employee directors are compensated in accordance with determinations made by the Board from time to time and the Company’s 2013 Equity Incentive Plan as amended from time to time. The Board believes that a significant portion of a director’s compensation should be in equity to further the direct correlation of directors’ and stockholders’ interests. The Board reviews the amount and composition of director compensation from time to time and makes changes as appropriate.

Directors that are officers or employees of the Company do not receive any additional compensation for service on the Board.

Company policy and federal law prohibits the Company from directly or indirectly making any loan to a director or executive officer of the Company.

## **4. STOCK OWNERSHIP GUIDELINES**

Because a significant ownership stake leads to a stronger alignment of interests between directors and stockholders, each director is required to own a meaningful amount of Company stock, as determined by the Board.

## **5. SUCCESSION AND MANAGEMENT DEVELOPMENT**

The CEO reports annually to the Board on the Company’s program for succession and management development. The Board, in collaboration with the CEO, plans for succession to the position of CEO as well as certain other senior management positions, including in the event of emergency or retirement. The Board and the Corporate Governance, Conflicts and Nominating

Committee periodically review the Company's succession plans regarding the selection of individuals to fill these positions.

## **6. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

The Company has an orientation process for Board members that includes extensive materials and meetings with key management designed to familiarize new directors with the Company's business, operations, finances, and governance practices. The Company also provides continuing education programs. The Board encourages directors to participate in education programs to assist them in performing their responsibilities as directors.

## **7. ANNUAL PERFORMANCE EVALUATION**

The Board and each of its committees conduct annual self-evaluations to assess their effectiveness. Individual directors are also evaluated by the Board. In connection with its self-evaluation, each committee reviews its charter. The Corporate Governance, Conflicts and Nominating Committee coordinates the Board's self-evaluation.

## **8. STRUCTURE AND FUNCTION OF COMMITTEES**

### *Number, Structure and Independence of Committees*

The Bylaws of the Company enable the Board, by a majority vote, to form committees for any purpose and to delegate to such committees such power and authority as the Board deems appropriate. Currently the Board's standing committees are the Audit Committee, the Corporate Governance, Conflicts and Nominating Committee and the Compensation Committee.

The Board may also establish and maintain other committees of the Board from time to time as it deems necessary and appropriate, with such power and authority as the Board may determine.

### *Assignment and Rotation of Committee Members*

The Board is responsible for determining committee size, structure, composition and function. Committee members are appointed by the full Board. Committee chairpersons are elected by the Board. It is the policy of the Board that consideration be given to rotating committee members periodically, but the Board does not believe that rotation should be mandated as a policy.

### *Responsibilities*

Each committee operates under a written charter that sets forth the purposes, goals and responsibilities of the committee as well as qualifications for committee membership. Committees report regularly to the full Board with respect to their activities. Each committee has the authority to retain outside advisors as it determines appropriate to assist it in the performance of its functions.

## **9. LOANS TO DIRECTORS AND EXECUTIVE OFFICERS**

The Company shall not make any personal loans or extensions of credit to directors or executive officers.

## **10. COMMUNICATIONS WITH DIRECTORS**

As noted above, the Chairman (or if the Chairman is a member of management, the Lead Independent Director) has responsibility for chairing executive sessions of the Company's non-management directors.

Stockholders and others may communicate with the Chairman, the Lead Independent Director or with our directors as a group by writing to them c/o the Corporate Secretary, Clearway Energy, Inc., 300 Carnegie Center, Suite 300, Princeton, New Jersey 08540.

## **11. PERIODIC REVIEW OF GUIDELINES**

These guidelines shall be reviewed periodically by the Corporate Governance, Conflicts and Nominating Committee and any amendments shall be presented to the Board for adoption.

## **12. CONFLICTS**

If there is a conflict or inconsistency between these Guidelines and the General Corporation Law of the State of Delaware ("Law"), the Company's Certificate of Incorporation or Bylaws, or any of the committee charters, then such Law, Certificate of Incorporation or Bylaws, or charter, as the case may be, shall govern. In addition, all of the above matters are subject to, and limited by, as appropriate, the requirements of laws and regulations, auditing and accounting principles and the rules of the NYSE.