CHARTER OF THE
CORPORATE GOVERNANCE, CONFLICTS AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF CLEARWAY ENERGY, INC.
(Last amended: July 28, 2026)

I. PURPOSES OF THE COMMITTEE

The purposes of the Corporate Governance, Conflicts and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Clearway Energy, Inc. (the "Company") shall be to provide leadership and guidance to the Board regarding (1) matters of corporate governance; (2) transactions involving potential conflicts of interest or changes of control; (3) selection and evaluation of members of the Board; (4) the annual performance review of the Board and its committees; and (5) such other functions as the Board may assign to the Committee from time to time. The Committee shall also serve in an advisory capacity on matters of organizational and governance structure and the conduct of the Board.

II. COMPOSITION OF THE COMMITTEE

The Committee is established as a standing committee of the Board. The Committee shall be comprised of at least three (3) directors who satisfy the requirements for independence under applicable law and regulations of the SEC and New York Stock Exchange standards for directors and nominating committee members, as determined by the Board and subject to any grace periods from such requirements available to the Company. Committee members shall be appointed by the Board annually and when a vacancy exists, in each case, in accordance with the Company's certificate of incorporation and may be removed by a majority vote of the Board at any time for any reason with or without cause.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet periodically (but not less frequently than annually) at such times as it determines to be necessary or appropriate. The Board shall designate one member of the Committee as its Chairperson. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipped by means of which all persons participating in the meeting can hear each other shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law.

The Chairperson of the Committee will chair all regular and special meetings of the Committee, be responsible for scheduling regular and special meetings and set the agendas for Committee meetings. If the Chairperson is absent from a particular meeting, another member of the Committee shall serve as Chairperson for purposes of that meeting.

Information and materials that are important to the Committee's understanding of the agenda items and other topics to be considered at a Committee meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the

Committee members. In the event of a pressing need for the Committee to meet on short notice or if such materials contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

The Committee may form subcommittees for any purpose within its authority that the Committee deems appropriate and may delegate to such subcommittees such power and authority of the Committee as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or applicable listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors or officers of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. As part of its responsibility to foster open communication, the Committee should also meet on a periodic basis with management and the General Counsel in separate executive sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately.

The Committee shall report regularly to the full Board with respect to its activities. Written minutes of all Committee meetings shall be kept and the minutes shall be maintained with the books and records of the Company.

IV. RESPONSIBILITIES AND DUTIES OF THE COMMITTEE

Among its specific duties and responsibilities, the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the applicable securities market of the Company or other regulatory authority, including the Delaware General Corporation Law (the "DGCL"):

A. Conflicts of Interest

1. Review, negotiate (or oversee the negotiation of), and approve (or recommend the approval of) or reject, any proposed controlling stockholder transaction; *provided* that any controlling stockholder transaction that constitutes a going private transaction that is approved (or recommended for approval) by the Committee shall be conditioned, by its terms, on the further approval or ratification by the affirmative vote of a majority of the votes cast by disinterested stockholders in accordance with Section 144 of the DGCL;

2. Conduct prior reviews of all other related party transactions for potential conflicts of interest and prohibit any such transaction if it is determined to be inconsistent with the interests of the Company and its stockholders, in accordance with the Company's policies and procedures with respect to related party transactions (the "Related Party Transaction Policy");

3. Review and report to the Board regarding potential conflicts of interest of officers and directors; and

4. Review and approve the Company's Related Party Transaction Policy and make amendments to such policy as deemed necessary or appropriate by the Committee from time to time.

B. Corporate Governance

1. Develop and recommend to the Board for adoption appropriate corporate governance guidelines, and recommend any changes to the Board;

2. Oversee compliance with the corporate governance guidelines;

3. Periodically, but no less frequently than annually, evaluate the adequacy and effectiveness of the corporate governance guidelines;

4. Review and approve Company policies that apply to the Board, the directors and officers subject to Section 16 of the Securities Exchange Act of 1934, as amended and the rules promulgated thereunder;

5. Provide leadership and guidance to the Board and to the Company regarding other matters of corporate governance;

6. Review with legal counsel any legal and regulatory matters that may have a material impact on the appropriate corporate governance guidelines or the Company's corporate governance process; and

7. Review, at least annually, the Code of Conduct and Ethics that is applicable to the Company and its subsidiaries and that is in compliance with applicable laws and regulations. Approve any waiver from the Code of Conduct and Ethics applicable to officers or Directors.

C. Nomination

1. Identify and review the qualifications of potential nominees for the Board and its committees, consistent with criteria approved by the Board;

2. Recommend to the Board candidates for appointment to Board committees;

3. Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board;

4. Recommend to the Board director candidates for the annual meeting of stockholders, and candidates to be elected by the Board as necessary to fill vacancies and newly created directorships, in accordance with the terms of the Company's certificate of incorporation; and

5. Establish and review procedures for the consideration of Board candidates recommended by the Company's stockholders.

D. Director Qualifications; Process for Identifying and Evaluating Nominees

1. Nominees for director shall possess the qualifications consistent with the criteria approved by the Board as set forth in its Corporate Governance Guidelines;

2. In identifying and evaluating nominees for director, including nominees recommended by stockholders, the Committee shall implement such process, as it deems appropriate; and

3. When formulating its director recommendations, the Committee may also consider any advice and recommendations offered by the Company's Chief Executive Officer and any non-Committee members of the Board.

E. Evaluation

1. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its Committees;

2. Oversee and coordinate the evaluations of the Board, each of its committees and management;

3. Periodically evaluate the assignment of directors to the Committee and to other Board committees; and

4. Report Committee actions and the Committee's evaluation of the overall performance of the Board to the Board with such recommendations as the Committee may deem appropriate.

F. Board Independence and Structure

1. Periodically, but no less frequently than annually, review relationships between the Company and each director and report the results of its review to the Board, which will then determine whether directors satisfy applicable independence requirements;

2. Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees and consider periodically rotating directors among the committees; and

3. Monitor directorships in other public companies held by directors and senior officers of the Company.

G. Succession Planning

1. Annually review the Company's succession plans at the Chief Executive Officer and other senior management levels.

H. Other Responsibilities

1. Review and approve strategic transactions involving the transfer of 50% or more of the voting power in the Company;

2. Review and recommend to the Board retirement and other tenure policies for directors;

3. Review and assess the channels through which the Board receives information, and the quality and timeliness of information received;

4. Oversee the orientation process for new directors and programs for the continuing education of directors; and

5. Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board deems appropriate.

V. ANNUAL REVIEW OF THE CHARTER

The Committee shall review and reassess the adequacy of this Charter on an annual basis. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.

VI. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Charter. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall present to the Board the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VII. INVESTIGATIONS AND STUDIES, OUTSIDE ADVISORS, SUPPORT

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisers as it deems necessary and appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Further, the Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

VIII. GENERAL LEGAL STANDARD

Nothing contained in this Charter is intended to (i) create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable law, and (ii) preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law (or any successor provision thereto) for good faith reliance by members of the Committee on reports or other information provided by others.