Risk Factors Comparison 2024-02-22 to 2023-02-23 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

The Company' s business is subject to numerous risks and uncertainties, discussed in more detail in the following section. These risks include **,** among others, the following key risks: Risks Related to the Company' s Business • The Company' s ability to grow and make acquisitions through cash on hand is limited. • The Company may not be able to effectively identify or consummate any future acquisitions on favorable terms, or at all, and future acquisitions may not be accretive as a result of incorrect assumptions in the Company' s evaluation of such acquisitions, unforeseen consequences or other external events beyond the Company' s control. • Counterparties to the Company' s offtake agreements may not fulfill their obligations and, as the contracts expire, the Company may not be able to replace them with agreements on similar terms in light of increasing competition in the markets in which the Company operates. • The Company' s ability to effectively consummate future acquisitions will also depend on the Company' s ability to arrange the required or desired financing for acquisitions. • The Company' s indebtedness could adversely affect its ability to raise additional capital to fund the Company' s operations or pay dividends. • The operation of electric generation facilities depends on suitable meteorological conditions and involves significant risks and hazards customary to the power industry that could have a material adverse effect on the Company' s business, financial condition, results of operations and cash flows. These facilities may operate without long- term power sales agreements. • Maintenance, expansion and refurbishment of electric generation facilities involve significant risks that could result in unplanned power outages or reduced output. • Supplier and / or customer concentration at certain of the Company' s facilities may expose the Company to significant financial credit or performance risks. • The Company currently owns, and in the future may acquire, certain assets in which the Company has limited control over management decisions and its interests in such assets may be subject to transfer or other related restrictions. • The Company **is** ~~' s assets are~~ exposed to risks inherent in the use of interest rate swaps and ~~the~~ **energy- related financial instruments. The** Company may be exposed to additional risks in the future if it utilizes other derivative instruments. • The Company does not own all of the land on which its power generation **and energy storage** assets are located, which could result in disruption to its operations. The Company' s use and enjoyment of real property rights for its projects may be adversely affected by the rights of lienholders and leaseholders that are superior to those of the grantors of those real property rights to the Company. • The Company' s businesses are subject to physical, market and economic risks relating to potential effects of climate change and public and governmental initiatives to address climate change. • Risks that are beyond the Company' s control, including but not limited to acts of terrorism or related acts of war, natural ~~disaster~~ **disasters , severe weather, changes in weather patterns, flooding** , pandemics (such as the COVID- 19 pandemic), inflation, supply chain disruptions, hostile cyber intrusions or other catastrophic events, could have a material adverse effect on the business, financial condition, results of operations and cash flows. • The operation of the Company' s businesses is subject to cyber- based security and integrity risk. • The Company relies on electric distribution and transmission facilities that it does not own or control and that are subject to transmission constraints within a number of the Company' s regions. If these facilities fail to provide the Company with adequate transmission capacity, it may be restricted in its ability to deliver electric power to its customers and may either incur additional costs or forego revenues. • The Company' s costs, results of operations, financial condition and cash flows could be adversely impacted by the disruption of the fuel supplies necessary to generate power at its conventional generation facilities. • The Company depends on key personnel and its ability to attract and retain additional skilled management and other personnel, the loss of any of which could have a material adverse effect on the Company' s financial condition and results of operations. • The Company may potentially be adversely affected by emerging technologies that may over time impact capacity markets and the energy industry overall. Risks Related to the Company' s Relationship with GIP, TotalEnergies and CEG • GIP and TotalEnergies, through their equal ownership of CEG, the Company' s controlling stockholder, exercise substantial influence over the Company. The Company is highly dependent on GIP, TotalEnergies and CEG. • CEG controls the Company and has the ability to designate a majority of the members of the Company' s Board. • The Company may not be able to consummate future acquisitions from CEG. • The Company may be unable to terminate the CEG Master Services Agreement, in certain circumstances. • If CEG terminates the CEG Master Services Agreement or defaults in the performance of its obligations under the agreement, the Company may be unable to contract with a substitute service provider on similar terms, or at all. • The Company is a " controlled company ", controlled by CEG, and as a result, is exempt from certain corporate governance requirements that are designed to provide protection to stockholders of companies that are not controlled companies. Risks Related to Regulation • The Company' s business is subject to restrictions resulting from environmental, health and safety laws and regulations. • The electric generation business is subject to substantial governmental regulation, including environmental laws, and may be adversely affected by changes in laws or regulations, as well as liability under, or any future inability to comply with, existing or future regulations or other legal requirements. • The Company' s business is subject to complex and evolving U. S. laws and regulations regarding privacy and data protection. • Government regulations providing incentives for renewable power generation could change at any time and such changes may negatively impact the Company' s growth strategy. Risks Related to the Company' s Common Stock • The Company may not be able to continue paying comparable or growing cash dividends to holders of its common stock in the future. The Company is a holding company and its only material asset is its interest in Clearway Energy LLC, and the Company is accordingly dependent upon distributions from Clearway Energy LLC and its subsidiaries to pay dividends and taxes and other expenses. • Market interest rates may have an effect on the value of the Company' s Class A and Class C common stock. • Market volatility and reports by securities and industry analysts may affect the price of the Company' s Class A and Class C

common stock, and the future issuance of additional shares of common stock or sales of common stock by CEG may cause dilution of investors' ownership interest or cause the price of the Company' s Class A or Class C common stock to fall. • Provisions of the Company' s charter documents or Delaware law could delay or prevent an acquisition of the Company, even if the acquisition would be beneficial to holders of the Company' s Class A and Class C common stock, and could make it more difficult to change management. Risks Related to Taxation • The Company' s future tax liability may be greater than expected if the Company does not generate NOLs sufficient to offset taxable income, if federal, state and local tax authorities challenge certain of the Company' s tax positions and exemptions or if changes in federal, state and local tax laws occur. • The Company' s ability to use NOLs to offset future income may be limited. • A valuation allowance may be required for the Company' s deferred tax assets. • Distributions to holders of the Company' s Class A and Class C common stock may be taxable. • Changes in tax laws or policies, including but not limited to changes in corporate income tax rates, as well as judgments and estimates used in the determination of tax- related asset and liability amounts, could materially adversely affect the Company' s business, financial condition, results of operations and prospects. **• The Company' s ability to comply with tax laws and policies may depend on its contractual arrangements and information provided by third parties and may require significant resources.** Pursuant to the Company' s cash dividend policy, the Company intends to distribute a significant amount of the CAFD through regular quarterly distributions and dividends, and the Company' s ability to grow and make acquisitions through cash on hand is limited. The Company expects to distribute a significant amount of the CAFD each quarter and to rely primarily upon external financing sources, including the issuance of debt and equity securities and, if applicable, borrowings under the Company' s revolving credit facility to fund acquisitions and growth capital expenditures. The Company may be precluded from pursuing otherwise attractive acquisitions if the projected short- term cash flow from the acquisition or investment is not adequate to service the capital raised to fund the acquisition or investment, after giving effect to the Company' s available cash reserves. To the extent the Company issues additional equity securities in connection with any acquisitions or growth capital expenditures, the payment of dividends on these additional equity securities may increase the risk that the Company will be unable to maintain or increase its per share dividend. The incurrence of bank borrowings or other debt by Clearway Energy Operating LLC or by the Company' s project- level subsidiaries to finance the Company' s growth strategy will result in increased interest expense and the imposition of additional or more restrictive covenants, which, in turn, may impact the cash distributions the Company receives to distribute to holders of the Company' s common stock. The Company' s business strategy includes growth through the acquisitions of additional generation assets (including through corporate acquisitions). This strategy depends on the Company' s ability to successfully identify and evaluate acquisition opportunities and consummate acquisitions on favorable terms. However, the number of acquisition opportunities is limited. In addition, the Company will compete with other companies for these limited acquisition opportunities, which may increase the Company' s cost of making acquisitions or cause the Company to refrain from making acquisitions at all. Some of the Company' s competitors for acquisitions are much larger than the Company with substantially greater resources. These companies may be able to pay more for acquisitions and may be able to identify, evaluate, bid for and purchase a greater number of assets than the Company' s financial or human resources permit. If the Company is unable to identify and consummate future acquisitions, it will impede the Company' s ability to execute its growth strategy and limit the Company' s ability to increase the amount of dividends paid to holders of the Company' s common stock. The Company' s ability to acquire future renewable facilities may depend on the viability of renewable assets generally. These assets currently are largely contingent on public policy mechanisms including ITCs, cash grants, loan guarantees, accelerated depreciation, RPS and carbon trading plans. These mechanisms have been implemented at the state and federal levels to support the development of renewable generation, demand- side and smart grid and other clean infrastructure technologies. The availability and continuation of public policy support mechanisms will drive a significant part of the economics and viability of the Company' s growth strategy and expansion into clean energy investments. The acquisition of companies and assets are subject to substantial risks, including the failure to identify material problems during due diligence (for which the Company may not be indemnified post- closing) and the risk of overpaying for assets (or not making acquisitions on an accretive basis). The integration and consolidation of acquisitions requires substantial human, financial and other resources and, ultimately, the Company' s acquisitions may divert management' s attention from the Company' s existing business concerns, disrupt the Company' s ongoing business or not be successfully integrated. There can be no assurances that any future acquisitions will perform as expected or that the returns from such acquisitions will support the financing utilized to acquire them or maintain them. A failure to achieve the financial returns the Company expects when it acquires generation assets could have a material adverse effect on the Company' s ability to grow its business and make cash distributions to its stockholders. Any failure of the Company' s acquired generation assets to be accretive or difficulty in integrating such acquisition into the Company' s business could have a material adverse effect on the Company' s ability to grow its business and make cash distributions to its stockholders. As a result, the consummation of acquisitions could have a material adverse effect on the Company' s business, financial condition, results of operations, cash flows and ability to pay dividends to holders of the Company' s common stock. **The majority** ~~A significant portion~~ of the electric power the Company generates is sold under long- term offtake agreements with public utilities or industrial or commercial end- users, with a weighted average remaining duration, based on CAFD, of approximately ~~11~~ **10** years. As of December 31, ~~2022~~ **2023**, the largest customers of the Company' s power generation **and energy storage** assets, including assets in which the Company has less than a 100 % membership interest, were SCE and PG & E, which represented ~~33~~ **24** % and ~~25~~ **17** %, respectively, of total consolidated revenues generated by the Company during the year ended December 31, ~~2022~~ **2023**. If, for any reason, any of the purchasers of power under these agreements are unable or unwilling to fulfill their related contractual obligations or if they refuse to accept delivery of power delivered thereunder or if they otherwise terminate such agreements prior to the expiration thereof, the Company' s assets, liabilities, business, financial condition, results of operations and cash flows could be materially and adversely affected. Furthermore, to the extent any of the Company' s power purchasers are, or are controlled by, governmental

entities, the Company' s facilities may be subject to legislative or other political action that may impair their contractual performance. The power generation industry is characterized by intense competition and the Company' s electric generation assets encounter competition from utilities, industrial companies and independent power producers, in particular with respect to uncontracted output. In recent years, there has been increasing competition among generators for offtake agreements and this has contributed to a reduction in electricity prices in certain markets characterized by excess supply above designated reserve margins. In light of these market conditions, the Company may not be able to replace an expiring or terminated agreement with an agreement on equivalent terms and conditions, including at prices that permit operation of the related facility on a profitable basis. In addition, the Company believes many of its competitors have well- established relationships with the Company' s current and potential suppliers, lenders and customers, and have extensive knowledge of its target markets. As a result, these competitors may be able to respond more quickly than the Company to evolving industry standards and changing customer requirements. The adoption of more advanced technology could reduce its competitors' power production costs resulting in their having a lower cost structure than is achievable with the technologies currently employed by the Company and adversely affect its ability to compete for offtake agreement renewals. If the Company is unable to replace an expiring or terminated offtake agreement, the affected facility may temporarily or permanently cease operations. External events, such as a severe economic downturn or force majeure events, could also impair the ability of some counterparties to the Company' s offtake agreements and other customer agreements to pay for energy and / or other products and services received. The Company' s inability to enter into new or replacement offtake agreements or to compete successfully against current and future competitors in the markets in which the Company operates could have a material adverse effect on the Company' s business, financial condition, results of operations and cash flows. The Company may not have sufficient availability under the Company' s credit facilities or have access to project- level financing on commercially reasonable terms when acquisition opportunities arise. An inability to obtain the required or desired financing could significantly limit the Company' s ability to consummate future acquisitions and effectuate the Company' s growth strategy. If financing is available, utilization of the Company' s credit facilities or project- level financing for all or a portion of the purchase price of an acquisition could significantly increase the Company' s interest expense, impose additional or more restrictive covenants and reduce CAFD. Similarly, the issuance of additional equity securities as consideration for acquisitions could cause significant stockholder dilution and reduce the Company' s dividends if the acquisitions are not sufficiently accretive. The Company' s ability to consummate future acquisitions may also depend on the Company' s ability to obtain any required regulatory approvals for such acquisitions. The Company' s indebtedness could adversely affect its ability to raise additional capital to fund the Company' s operations or pay dividends. It could also expose the Company to the risk of increased interest rates and limit the Company' s ability to react to changes in the economy or the Company' s industry as well as impact the Company' s results of operations, financial condition and cash flows. As of December 31, ~~2022~~ **2023** , the Company had approximately $ ~~6, 870~~ **8. 10** ~~million~~ **billion** of total consolidated indebtedness, $ ~~4, 745~~ **5. 97** ~~million~~ **billion** of which was incurred by the Company' s non- guarantor subsidiaries. In addition, the Company' s share of its unconsolidated affiliates' total indebtedness and letters of credit outstanding as of December 31, ~~2022~~ **2023** , totaled approximately $ ~~325~~ **303** million and $ 37 million, respectively (calculated as the Company' s unconsolidated affiliates' total indebtedness as of such date multiplied by the Company' s percentage membership interest in such assets). The Company' s substantial debt could have important negative consequences on the Company' s financial condition, including: • increasing the Company' s vulnerability to general economic and industry conditions; • requiring a substantial portion of the Company' s cash flow from operations to be dedicated to the payment of principal and interest on the Company' s indebtedness, therefore reducing the Company' s ability to pay dividends to holders of the Company' s capital stock (including the Class A and Class C common stock) or to use the Company' s cash flow to fund its operations, capital expenditures and future business opportunities; • limiting the Company' s ability to enter into long- term power sales or fuel purchases which require credit support; • limiting the Company' s ability to fund operations or future acquisitions; • restricting the Company' s ability to make certain distributions with respect to the Company' s capital stock (including the Class A and Class C common stock) and the ability of the Company' s subsidiaries to make certain distributions to it, in light of restricted payment and other financial covenants in the Company' s credit facilities and other financing agreements; • exposing the Company to the risk of increased interest rates because certain of the Company' s borrowings, which may include borrowings under the Company' s revolving credit facility, are at variable rates of interest; • limiting the Company' s ability to obtain additional financing for working capital including collateral postings, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes; and • limiting the Company' s ability to adjust to changing market conditions and placing it at a competitive disadvantage compared to the Company' s competitors who have less debt. The Company' s revolving credit facility contains financial and other restrictive covenants that limit the Company' s ability to return capital to stockholders or otherwise engage in activities that may be in the Company' s long- term best interests. The Company' s inability to satisfy certain financial covenants could prevent the Company from paying cash dividends, and the Company' s failure to comply with those and other covenants could result in an event of default which, if not cured or waived, may entitle the related lenders to demand repayment or enforce their security interests, which could have a material adverse effect on the Company' s business, financial condition, results of operations and cash flows. In addition, failure to comply with such covenants may entitle the related lenders to demand repayment and accelerate all such indebtedness. The agreements governing the Company' s project- level financing contain financial and other restrictive covenants that limit the Company' s project subsidiaries' ability to make distributions to the Company or otherwise engage in activities that may be in the Company' s long- term best interests. The project- level financing agreements generally prohibit distributions from the project entities to the Company unless certain specific conditions are met, including the satisfaction of certain financial ratios. The Company' s inability to satisfy certain financial covenants may prevent cash distributions by the particular project (s) to it and, the Company' s failure to comply with those and other covenants could result in an event of default which, if not cured or waived may entitle the related lenders to demand repayment or enforce their security

interests, which could have a material adverse effect on the Company' s business, results of operations and financial condition. In addition, failure to comply with such covenants may entitle the related lenders to demand repayment and accelerate all such indebtedness. If the Company is unable to make distributions from the Company' s project- level subsidiaries, it would likely have a material adverse effect on the Company' s ability to pay dividends to holders of the Company' s common stock. Letter of credit facilities to support project- level contractual obligations generally have a limited term that may require future renewal, at which time the Company or relevant project- level subsidiary will need to satisfy applicable financial ratios and covenants. If the Company is unable to renew the Company' s letters of credit as expected or replace them with letters of credit under different facilities on favorable terms or at all, the Company may experience a material adverse effect on its business, financial condition, results of operations and cash flows. Furthermore, such inability may constitute a default under certain project- level financing arrangements, restrict the ability of the project- level subsidiary to make distributions to it and / or reduce the amount of cash available at such subsidiary to make distributions to the Company. In addition, the Company' s ability to arrange financing, either at the corporate level or at a non- recourse project- level subsidiary, and the costs of such capital, are dependent on numerous factors, including: • general economic and capital market conditions; • credit availability from banks and other financial institutions; • investor confidence in the Company, its partners, GIP and TotalEnergies, through CEG, the Company' s principal stockholder (on a combined voting basis), and the regional wholesale power markets; • the Company' s financial performance and the financial performance of the Company subsidiaries; • the Company' s level of indebtedness and compliance with covenants in debt agreements; • maintenance of acceptable project credit ratings or credit quality; • cash flow; and • provisions of tax and securities laws that may impact raising capital. The Company may not be successful in obtaining additional capital for these or other reasons. Furthermore, the Company may be unable to refinance or replace project- level financing arrangements or other credit facilities on favorable terms or at all upon the expiration or termination thereof. The Company' s failure, or the failure of any of the Company' s projects, to obtain additional capital or enter into new or replacement financing arrangements when due may constitute a default under such existing indebtedness and may have a material adverse effect on the Company' s business, financial condition, results of operations and cash flows. Certain of the Company' s long- term bilateral contracts result from state- mandated procurements and could be declared invalid by a court of competent jurisdiction. A portion of the Company' s revenues are derived from long- term bilateral contracts with utilities that are regulated by their respective states and have been entered into pursuant to certain state programs. Certain long- term contracts that other companies have with state- regulated utilities have been challenged in federal court and have been declared unconstitutional on the grounds that the rate for energy and capacity established by the contracts impermissibly conflicts with the rate for energy and capacity established by FERC pursuant to the FPA. If certain of the Company' s state- mandated agreements with utilities are ever held to be invalid or unenforceable due to the financial conditions or other conditions of such utility, the Company may be unable to replace such contracts, which could have a material adverse effect on the Company' s business, financial condition, results of operations and cash flows. The generation of electric energy from solar and wind energy sources depends heavily on suitable meteorological conditions. If solar or wind conditions are unfavorable, the Company' s electricity generation and revenue from renewable generation facilities may be substantially below the Company' s expectations. The electricity produced and revenues generated by a solar or wind energy generation facility is highly dependent on suitable solar or wind conditions, as applicable, and associated weather conditions, which are beyond the Company' s control. Disruption in the generation of solar or wind energy could limit a facility' s ability to generate electricity at its desired level. Should a generation facility fail to perform at the required levels, or other unplanned disruptions occur, the facility may be forced to fulfill an underlying contractual obligation by purchasing electricity at higher prices. In addition, the Company' s facilities may be exposed, based on specific contractual terms, to a locational basis risk resulting from a difference in the price received for generation sold at the location where the power is generated and the price paid for generation purchased at the contracted delivery point, which could lead to potential lower revenues in circumstances where the price received is lower than the price that is paid. Furthermore, components of the Company' s systems, such as solar panels and inverters, could be damaged by severe weather, such as wildfires, hailstorms, lightning, tornadoes or freezing temperatures and other winter weather conditions. ~~In addition, replacement and spare parts for key components may be difficult or costly to acquire or may be unavailable.~~ Unfavorable weather and atmospheric conditions could impair the effectiveness of the Company' s assets or reduce their output beneath their rated capacity or require shutdown of key equipment, impeding operation of the Company' s renewable assets. For example, in February 2021, the Company' s wind projects in Texas were unable to operate and experienced outages for a few days as a result of the extreme winter weather conditions. In addition, climate change may have the long- term effect of changing wind patterns at the Company' s projects. Changing wind patterns could cause changes in expected electricity generation. These events could also degrade equipment or components and the interconnection and transmission facilities' lives or maintenance costs. Although the Company bases its investment decisions with respect to each renewable generation facility on the findings of related wind and solar studies conducted on- site prior to construction or based on historical conditions at existing facilities, actual climatic conditions at a facility site, particularly wind conditions, may not conform to the findings of these studies and may be affected by variations in weather patterns, including any potential impact of climate change. Therefore, the Company' s solar and wind energy facilities may not meet anticipated production levels or the rated capacity of the Company' s generation assets, which could adversely affect the Company' s business, financial condition, results of operations and cash flows. Operation of electric generation facilities involves significant risks and hazards customary to the power industry that could have a material adverse effect on the Company' s business, financial condition, results of operations and cash flows. The ongoing operation of the Company' s facilities involves risks that include the breakdown or failure of equipment or processes or performance below expected levels of output or efficiency due to wear and tear, latent defect, design error ~~or~~ , operator error or force majeure events, among other things. The Company' s facilities are subject to the risks inherent with power generation facilities, including, but not limited to, degradation of equipment in excess of the Company'

s expectations, system failures and outages, which could impair the ability of the facilities to meet the Company' s performance expectations. **In addition, replacement and spare parts for key components may be difficult or costly to acquire or may be unavailable.** Operation of the Company' s facilities also involves risks that the Company will be unable to transport its products to its customers in an efficient manner due to a lack of transmission capacity. Unplanned outages of generating units, including extensions of scheduled outages due to mechanical failures or other problems, occur from time to time and are an inherent risk of the business. Unplanned outages typically increase operation and maintenance expenses, capital expenditures and may reduce revenues as a result of selling fewer MWh or require the Company to incur significant costs as a result of obtaining **substitute RA or** replacement power from third parties in the open market to satisfy forward power sales obligations. The Company' s inability to operate its electric generation assets efficiently, manage capital expenditures and costs and generate earnings and cash flow from the Company' s asset- based businesses could have a material adverse effect on the Company' s business, financial condition, results of operations and cash flows. While the Company maintains insurance, obtains warranties from vendors and obligates contractors to meet certain performance levels, the proceeds of such insurance, warranties or performance guarantees may not cover the Company' s lost revenues, increased expenses or liquidated damages payments should it experience equipment breakdown or non- performance by contractors or vendors. The Company maintains an amount of insurance protection that it considers adequate but cannot provide any assurance that the Company' s insurance will be sufficient or effective under all circumstances and against all hazards or liabilities to which the Company may be subject. Furthermore, the Company' s insurance coverage is subject to deductibles, caps, exclusions and other limitations. A loss for which the Company is not fully insured (which may include a significant judgment against any facility or facility operator) could have a material adverse effect on the Company' s business, financial condition, results of operations or cash flows. Further, due to rising insurance costs and changes in the insurance markets, the Company cannot provide any assurance that its insurance coverage will continue to be available at all or at rates or on terms similar to those presently available. Any losses not covered by insurance could have a material adverse effect on the Company' s business, financial condition, results of operations and cash flows. Power generation involves hazardous activities, including acquiring, transporting and unloading fuel, operating large pieces of rotating equipment and delivering electricity to transmission and distribution systems. In addition to natural risks such as ~~earthquake~~ **earthquakes** , ~~flood~~ **floods** , lightning, ~~hurricane~~ **hurricanes** and **strong** wind, other hazards, such as fire, explosion, structural collapse and machinery failure are inherent risks in the Company' s operations. These and other hazards can cause significant personal injury or loss of life, severe damage to and destruction of property, plant and equipment and contamination of, or damage to, the environment and suspension of operations. To the extent an event was not covered by insurance policies, such incidents could subject the Company to substantial liabilities arising from emergency response, environmental cleanup and restoration costs, claims made by neighboring landowners and other third parties for personal injury and property damage, and fines or penalties for any related violations of environmental laws or regulations. The Company' s facilities may operate, wholly or partially, without long- term power sales agreements. The Company' s facilities may operate without long- term power sales agreements for some or all of their generating capacity and output and therefore be exposed to market fluctuations. Without the benefit of long- term power sales agreements for the facilities, the Company cannot be sure that it will be able to sell any or all of the power generated by the facilities at **economic** ~~commercially attractive~~ rates or that the facilities will be able to operate profitably. This could lead to less predictable revenues, future impairments of the Company' s property, plant and equipment or to the closing of certain of its facilities, resulting in economic losses and liabilities, which could have a material adverse effect on the Company' s results of operations, financial condition or cash flows. The Company' s facilities may require periodic upgrading and improvement. Any unexpected operational or mechanical failure, including failure associated with breakdowns and forced outages, could reduce the Company' s facilities' generating capacity below expected levels, reducing the Company' s revenues and jeopardizing the Company' s ability to pay dividends to holders of its common stock at expected levels or at all. Degradation of the performance of the Company' s solar facilities above levels provided for in the related offtake agreements may also reduce the Company' s revenues. Unanticipated capital expenditures associated with maintaining, upgrading or repairing the Company' s facilities may also reduce profitability. If the Company makes any major modifications to its conventional power generation facilities, it may be required to install the best available control technology or to achieve the lowest achievable emission rates as such terms are defined under the new source review provisions of the Clean Air Act in the future. Any such modifications could likely result in substantial additional capital expenditures. The Company may also choose to repower, refurbish or upgrade its facilities based on its assessment that such activity will provide adequate financial returns. Such facilities require time for development and capital expenditures before commencement of commercial operations, and key assumptions underpinning a decision to make such an investment may prove incorrect, including assumptions regarding construction costs, timing, available financing and future fuel and power prices. These events could have a material adverse effect on the Company' s business, financial condition, results of operations and cash flows. The Company often relies on a single contracted supplier or a small number of suppliers for the provision of fuel, transportation of fuel, equipment, technology and / or other services required for the operation of certain facilities. In addition, certain of the Company' s suppliers provide long- term warranties with respect to the performance of their products or services. If any of these suppliers cannot perform under their agreements with the Company, or satisfy their related warranty obligations, the Company will need to utilize the marketplace to provide or repair these products and services. There can be no assurance that the marketplace can provide these products and services as, when and where required. The Company may not be able to enter into replacement agreements on favorable terms or at all. If the Company is unable to enter into replacement agreements to provide for fuel, equipment, technology and other required services, it would seek to purchase the related goods or services at market prices, exposing the Company to market price volatility and the risk that fuel and transportation may not be available during certain periods at any price. The Company may also be required to make significant capital contributions to remove, replace or redesign equipment that cannot be supported or maintained by replacement suppliers, which could have a material adverse effect

on the business, financial condition, results of operations, credit support terms and cash flows. ~~In addition, potential or existing customers at the Company' s district energy centers and combined heat and power plants, or the Energy Centers, may opt for on- site systems in lieu of using the Company' s Energy Centers, either due to corporate policies regarding the allocation of capital, unique situations where an on- site system might in fact prove more efficient, because of previously committed capital in systems that are already on- site, or otherwise. At times, the Company relies on a single customer or a few customers to purchase all or a significant portion of a facility' s output, in some cases under long- term agreements that account for a substantial percentage of the anticipated revenue from a given facility.~~ The failure of any supplier to fulfill its contractual obligations to the Company or the Company' s loss of potential or existing customers could have a material adverse effect on its financial results. Consequently, the financial performance of the Company' s facilities is dependent on the credit quality of, and continued performance by, the Company' s suppliers and vendors and the Company' s ability to solicit and retain customers. As described in Item 15 — Note 5, Investments Accounted for by the Equity Method and Variable Interest Entities, the Company has limited control over the operation of certain of its assets, because the Company beneficially owns less than a majority of the membership interests in such assets. The Company may seek to acquire additional assets in which it owns less than a majority of the related membership interests in the future. In these investments, the Company will seek to exert a degree of influence with respect to the management and operation of assets in which it owns less than a majority of the membership interests by negotiating to obtain positions on management committees or to receive certain limited governance rights, such as rights to veto significant actions. However, the Company may not always succeed in such negotiations. The Company may be dependent on its co- venturers to operate such assets. The Company' s co- venturers may not have the level of experience, technical expertise, human resources management and other attributes necessary to operate these assets optimally. In addition, conflicts of interest may arise in the future between the Company and its stockholders, on the one hand, and the Company' s co- venturers, on the other hand, where the Company' s co- venturers' business interests are inconsistent with the interests of the Company and its stockholders. Further, disagreements or disputes between the Company and its co- venturers could result in litigation, which could increase expenses and potentially limit the time and effort the Company' s officers and directors are able to devote to the business. The approval of co- venturers may also be required for the Company to receive distributions of funds from assets or to sell, pledge, transfer, assign or otherwise convey its interest in such assets, or for the Company to acquire CEG' s interests in such co- ventures as an initial matter. Alternatively, the Company' s co- venturers may have rights of first refusal or rights of first offer in the event of a proposed sale or transfer of the Company' s interests in such assets. These restrictions may limit the price or interest level for interests in such assets, in the event the Company wants to sell such interests. Furthermore, certain of the Company' s facilities are operated by third- party operators. To the extent that third- party operators do not fulfill their obligations to manage operations of the facilities or are not effective in doing so, the amount of CAFD may be adversely affected. The Company uses interest rate swaps to manage interest rate risk **and uses energy- related financial instruments to manage variability in earnings due to fluctuations in market prices** . As a result, changes in the underlying assumptions or use of alternative valuation methods could affect the reported fair value of these contracts. If the values of these financial contracts change in a manner that the Company does not anticipate, or if a counterparty fails to perform under a contract, it could harm the business, financial condition, results of operations and cash flows. The Company does not own all of the land on which its power generation **and energy storage** assets are located, and the Company is, therefore, subject to the possibility of less desirable terms and increased costs to retain necessary land use if it does not have valid leases or rights- of- way or if such rights- of- way lapse or terminate. Although the Company has obtained rights to construct and operate these assets pursuant to related lease arrangements, the rights to conduct those activities are subject to certain exceptions, including the term of the lease arrangement. The Company is also at risk of condemnation on land it owns. The loss of these rights, through the Company' s inability to renew right- of- way contracts, condemnation or otherwise, may adversely affect the Company' s ability to operate its ~~generation~~ assets. **Wind,** ~~Solar~~ **solar** and ~~wind~~ **energy storage** projects generally are, and are likely to be, located on land occupied by the project pursuant to long- term easements and leases. The ownership interests in the land subject to these easements and leases may be subject to mortgages securing loans or other liens (such as tax liens) and other easement and lease rights of third parties (such as leases of oil or mineral rights) that were created prior to the project' s easements and leases. As a result, the project' s rights under these easements or leases may be subject, and subordinate, to the rights of those third parties. The Company performs title searches and obtains title insurance to protect itself against these risks. Such measures may, however, be inadequate to protect the Company against all risk of loss of its rights to use the land on which the wind projects are located, which could have a material adverse effect on the Company' s business, financial condition and results of operations. Climate change creates uncertainty in weather and other environmental conditions, including temperature and precipitation levels, and thus may affect consumer demand for electricity. For example, deviations from normal weather may reduce demand or availability of electricity and gas distribution services. In addition, the potential physical effects of climate change, such as increased frequency and severity of storms, cloud coverage, precipitation, floods and other climatic events, could disrupt the Company' s operations and supply chain, and cause them to incur significant costs in preparing for or responding to these effects. These or other meteorological changes could lead to increased operating costs, capital expenses or power purchase costs. Furthermore, governmental, scientific and public concern over the threat of climate change arising from GHG emissions may limit the Company' s access to natural gas or decrease demand for energy generated by the Company' s conventional assets. State, national and foreign governments and agencies continue to evaluate, and in some instances adopt, climate- related legislation and other regulatory initiatives that would restrict GHG emissions. Changes in environmental requirements related to GHG, climate change and alternative energy sources may impact demand for the Company' s services. For example, ~~recently enacted H. R. 5376, commonly known as~~ the Inflation Reduction Act of 2022, or IRA, includes incentives to ~~increase~~ **promote the construction of** wind and solar electric generation **, as well as energy storage,** and ~~encourage~~ **encourages** consumers to use these alternative energy sources. While this could benefit the Company by increasing the demand for the Company' s solar or

wind energy ~~, the Company could experience delayed or cancelled projects and / or reduced production and demand for energy generated by the Company' s conventional assets. However~~ , the clean energy incentives included in the IRA or similar state or federal initiatives to incentivize a shift away from fossil fuels could reduce demand for energy generated by fossil fuels, and therefore have an adverse effect on the Company' s natural gas generation business, financial condition and results of operations. ~~Lastly, companies across all industries are facing increased scrutiny from the public, stakeholders and government agencies related to their environmental, social, and governance (ESG) practices and commitments to address climate change. In recent years, investor advocacy groups, institutional investors, investment funds, and other influential investors have placed increasing importance on ESG practices. Increased focus and activism related to ESG and similar matters may hinder access to capital, as investors may decide to reallocate capital or to not commit capital as a result of their assessment of a company' s ESG practices. While the Company is committed to engaging with its stakeholders on ESG practices in a proactive, holistic and integrated manner, changes in the public or stakeholder sentiment could impact the Company' s ability to fund its conventional assets or decrease the demand for the energy generated by these assets.~~ The Company' s generation facilities that were acquired or those that the Company otherwise acquires or constructs and the facilities of third parties on which they rely may be targets of terrorist activities, as well as events occurring in response to or in connection with them, that could cause environmental repercussions and / or result in full or partial disruption of the facilities ability to generate, transmit, transport or distribute electricity or natural gas. Strategic targets, such as energy- related facilities, may be at greater risk of future terrorist activities than other domestic targets. Inflation, disruption in global and domestic supply chains, and other economic conditions could negatively impact the Company' s business in a manner that could adversely affect the Company' s results of operations and financial condition. Hostile cyber intrusions, including those targeting information systems as well as electronic control systems used at the generating plants and for the related distribution systems, could severely disrupt business operations and result in loss of service to customers, as well as create significant expense to repair security breaches or system damage. Furthermore, certain of the Company' s power generation **and energy storage** assets are located in active earthquake zones in California and Arizona, and certain project companies and suppliers conduct their operations in the same region or in other locations that are susceptible to natural disasters. In addition, California and some of the locations where certain suppliers are located, from time to time, have experienced shortages of water, electric power and natural gas. Catastrophic events, such as an earthquake, wildfire, drought, flood, pandemics (such as the COVID- 19 pandemic) or localized extended outages of critical utilities or transportation systems, or any critical resource shortages, affecting the Company or its suppliers, could cause a significant interruption in the business, damage or destroy the Company' s facilities or those of its suppliers or the manufacturing equipment or inventory of the Company' s suppliers. The Company has a limited number of highly skilled employees for some of its operations and relies on certain independent contractors and other service providers. If a large proportion of the Company' s employees in those critical positions, or independent contractors or other service providers to the Company or its customers were to be negatively impacted by a catastrophic event at the same time, the Company would rely upon its business continuity plans in an effort to continue operations at its facilities, but there is no certainty that such measures will be sufficient to mitigate the adverse impact to its operations that could result from shortages of highly skilled employees, independent contractors or service providers. Any such terrorist acts, environmental repercussions or disruptions or natural disasters could result in a significant decrease in revenues or significant reconstruction or remediation costs, beyond what could be recovered through insurance policies, which could have a material adverse effect on the business, financial condition, results of operations and cash flows. Numerous functions affecting the efficient operation of the Company' s businesses depend on the secure and reliable storage, processing and communication of electronic data and the use of sophisticated computer hardware and software systems. The operation of the Company' s generating assets relies on cyber- based technologies and has been the target of disruptive actions. In addition, our business is dependent upon the computer systems of third- party providers to process certain data necessary to conduct our business, including sensitive employee information, credit card transaction information and other sensitive data. Potential disruptive actions could result from cyber- attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, or otherwise be compromised by unintentional events with respect to the Company or any of its contractors or customers. As a result, operations could be interrupted, property could be damaged and sensitive employee, customer or supplier information could be lost or stolen, causing the Company to incur significant losses of revenues, other substantial liabilities and damages, costs to replace or repair damaged equipment and damage to the Company' s reputation. Our insurance may not fully protect us against such losses. In addition, the Company may experience increased capital and operating costs to implement increased security for its cyber systems and generating assets. In addition, cyberattacks against us or others in our industry could result in additional regulations, which could lead to increased regulatory compliance costs, insurance coverage cost or capital expenditures. Any failure by us to comply with these additional regulations could result in significant penalties and liability to us. We cannot predict the potential impact to our business or the energy industry resulting from such additional regulations. The Company ~~relies on electric distribution and transmission facilities that it does not own or control and that are subject to transmission constraints within a number of the Company' s regions. If these facilities fail to provide the Company with adequate transmission capacity, it may be restricted in its ability to deliver electric power to its customers and may either incur additional costs or forego revenues. The Company~~ depends on electric distribution and transmission facilities owned and operated by others to deliver the wholesale power it will sell from its electric generation assets to its customers. A failure or delay in the operation or development of these facilities or a significant increase in the cost of the development of such facilities could result in lost revenues. Such failures or delays could limit the amount of power the Company' s operating facilities deliver or delay the completion of the Company' s construction projects. Additionally, such failures, delays or increased costs could have a material adverse effect on the business, financial condition and results of operations. If a region' s power transmission infrastructure is inadequate, the Company' s recovery of wholesale costs and profits may be limited. If restrictive transmission price regulation is imposed, the transmission companies may not have a

sufficient incentive to invest in expansion of transmission infrastructure. The Company also cannot predict whether distribution or transmission facilities will be expanded in specific markets to accommodate competitive access to those markets. In addition, certain of the Company' s operating facilities' generation of electricity may be curtailed without compensation due to transmission limitations or limitations on the electricity grid' s ability to accommodate intermittent and other electricity generating sources, reducing the Company' s revenues and impairing its ability to capitalize fully on a particular facility' s generating potential. Such curtailments could have a material adverse effect on the business, financial condition, results of operations and cash flows. Furthermore, economic congestion on transmission networks in certain of the markets in which the Company operates may occur and the Company may be deemed responsible for congestion costs. If the Company were liable for such congestion costs, its financial results could be adversely affected. The Company' s costs, results of operations, financial condition and cash flows could be adversely impacted by the disruption of the fuel supplies necessary to generate power at its conventional power generation facilities. Delivery of fossil fuels to fuel the Company' s conventional generation facilities is dependent upon the infrastructure (including natural gas pipelines) available to serve each such generation facility as well as upon the continuing financial viability of contractual counterparties. As a result, the Company is subject to the risks of disruptions or curtailments in the production of power at these generation facilities if a counterparty fails to perform or if there is a disruption in the fuel delivery infrastructure. The Company believes its current operations and future success depend largely on the continued services of key personnel that it employs. Although the Company currently has access to the resources of CEG, the loss of key personnel employed by the Company or CEG could have a material adverse effect on the Company' s financial condition and results of operations. Research and development activities are ongoing in the Company' s industry to provide alternative and more efficient technologies to produce power, including wind, photovoltaic (solar) cells, hydrogen, energy storage, and improvements in traditional technologies and equipment, such as more efficient gas turbines. Advances in these or other technologies could reduce the costs of power production to a level below what the Company has currently forecasted, which could adversely affect its cash flows, results of operations or competitive position. Some emerging technologies, such as distributed renewable energy technologies, broad consumer adoption of electric vehicles and energy storage devices, could affect the price of energy. These emerging technologies may affect the financial viability of utility counterparties and could have significant impacts on market prices, which could ultimately have a material adverse effect on the Company' s financial condition, results of operations and cash flows. Risks Related to the Company' s Relationships with GIP, TotalEnergies and CEG **GIP and TotalEnergies, through their equal ownership of CEG, the Company' s controlling stockholder, exercise substantial influence over the Company. The Company is highly dependent on CEG.** CEG owns all of the Company' s outstanding Class B and Class D common stock. The Company' s outstanding Class B and Class D common stock is entitled to one vote per share and 1 / 100th of a vote per share, respectively. As a result of its ownership of the Class B and Class D common stock, CEG owns 54. 91 % of the combined voting power of the Company' s common stock as of December 31, ~~2022~~ **2023** . CEG is equally owned by GIP and TotalEnergies. **On January 12, 2024, BlackRock entered into a definitive agreement to acquire 100 % of the business and assets of GIM, which is the investment manager of the GIP funds that own an interest in CEG. BlackRock has indicated that the transaction is expected to close in the third quarter of 2024, subject to regulatory approvals and other customary closing conditions.** As a result of this ownership, **CEG has** ~~GIP and TotalEnergies have~~ substantial influence on the Company' s affairs and CEG' s voting power will constitute a large percentage of any quorum of the Company' s stockholders voting on any matter requiring the approval of the Company' s stockholders. Such matters include the election of directors, the adoption of amendments to the Company' s amended and restated certificate of incorporation and fourth amended and restated bylaws and approval of mergers or sale of all or substantially all of its assets. This concentration of ownership may also have the effect of delaying or preventing a change in control of the Company or discouraging others from making tender offers for the Company' s shares. In addition, CEG has the right to elect all of the Company' s directors. ~~GIP and TotalEnergies, through~~ CEG ~~,~~ may cause corporate actions to be taken that do not fully align with the interests of the Company' s other stockholders (including holders of the Company' s Class A and Class C common stock). Furthermore, the Company depends on certain services provided by or under the direction of CEG under the CEG Master Services Agreement, including numerous processes related to the Company' s internal control over financial reporting. CEG personnel and support staff that provide services to the Company under the CEG Master Services Agreement are not required to, and the Company does not expect that they will, have as their primary responsibility the management and administration of the Company or to act exclusively for the Company and the CEG Master Services Agreement does not require any specific individuals to be provided by CEG. Under the CEG Master Services Agreement, CEG has the discretion to determine which of its employees perform assignments required to be provided to the Company. Any failure to effectively manage the Company' s processes related to internal controls over financial reporting, operations or to implement its strategy could have a material adverse effect on the business, financial condition, results of operations and cash flows. The CEG Master Services Agreement will continue in perpetuity, until terminated in accordance with its terms. The Company also depends upon CEG and third parties for the provision of management, administration, O & M and certain other services at certain of the Company' s facilities. Any failure by CEG or third parties to perform its requirements under these arrangements or the failure by the Company to identify and contract with replacement service providers, if required, could adversely affect the operation of the Company' s facilities and have a material adverse effect on the business, financial condition, results of operations and cash flows. Due to CEG' s approximate 54. 91 % combined voting power in the Company, the ability of other holders of the Company' s Class A and Class C common stock to exercise control over the corporate governance of the Company is limited. ~~GIP and TotalEnergies, through their equal ownership of~~ CEG **has** ~~, have~~ a substantial influence on the Company' s affairs and CEG' s voting power constitutes a large percentage of any quorum of the Company' s stockholders voting on any matter requiring the approval of the Company' s stockholders. It is possible that the interests of **CEG** ~~GIP, TotalEnergies~~ and **its** ~~their respective~~ affiliates may in certain circumstances differ from the interests of the Company or other holders of the Company' s

Class A and Class C common stock. The Company' s ability to grow through acquisitions depends, in part, on CEG' s ability to identify and present the Company with acquisition opportunities. ~~Although CEG has agreed, pursuant to the CEG ROFO Agreement, to grant the Company a right of first offer with respect to certain power generation assets that CEG may elect to sell in the future, CEG is under no obligation to sell any such power generation assets or to accept any related offers from the Company. In addition,~~ CEG has not agreed to commit ~~any minimum~~ **a specific** level of dedicated resources for the pursuit of renewable power- related acquisitions. There are a number of factors which could materially and adversely impact the extent to which suitable acquisition opportunities are made available from CEG, including that the same professionals within CEG' s organization that are involved in acquisitions that are suitable for the Company have responsibilities within CEG' s broader asset management business, which may include sourcing acquisition opportunities for CEG. Limits on the availability of such individuals will likewise result in a limitation on the availability of acquisition opportunities for the Company. In making these determinations, CEG may be influenced by factors that result in a misalignment with the Company' s interests or conflict of interest. The CEG Master Services Agreement provides that the Company may terminate the agreement upon 30 days prior written notice to CEG upon the occurrence of any of the following: (i) CEG defaults in the performance or observance of any material term, condition or covenant contained therein in a manner that results in material harm to the Company and the default continues unremedied for a period of 30 days after written notice thereof is given to CEG; (ii) CEG engages in any act of fraud, misappropriation of funds or embezzlement that results in material harm to the Company; (iii) CEG is grossly negligent in the performance of its duties under the agreement and such negligence results in material harm to the Company; or (iv) upon the happening of certain events relating to the bankruptcy or insolvency of CEG. Furthermore, if the Company requests an amendment to the scope of services provided by CEG under the CEG Master Services Agreement and is not able to agree with CEG as to a change to the service fee resulting from a change in the scope of services within 180 days of the request, the Company will be able to terminate the agreement upon 30 days prior notice to CEG. The Company will not be able to terminate the agreement for any other reason, including if CEG experiences a change of control, and the agreement continues in perpetuity, until terminated in accordance with its terms. If CEG' s performance does not meet the expectations of investors, and the Company is unable to terminate the CEG Master Services Agreement, the market price of the Class A and Class C common stock could suffer. The Company relies on CEG to provide certain services under the CEG Master Services Agreement. The CEG Master Services Agreement provides that CEG may terminate the agreement upon 180 days prior written notice of termination to the Company if the Company defaults in the performance or observance of any material term, condition or covenant contained in the agreement in a manner that results in material harm and the default continues unremedied for a period of 30 days after written notice of the breach is given. If CEG terminates the Management Services Agreement or defaults in the performance of its obligations under the agreement, the Company may be unable to contract with CEG or a substitute service provider on similar terms or at all, and the costs of substituting service providers may be substantial. In addition, in light of CEG' s familiarity with the Company' s assets, a substitute service provider may not be able to provide the same level of service due to lack of pre- existing synergies. The liability of CEG is limited under the Company' s arrangements with it and the Company has agreed to indemnify CEG against claims that it may face in connection with such arrangements, which may lead CEG to assume greater risks when making decisions relating to the Company than it otherwise might if acting solely for its own account. Under the CEG Master Services Agreement, CEG does not assume any responsibility other than to provide or arrange for the provision of the services described in the CEG Master Services Agreement in good faith. In addition, under the CEG Master Services Agreement, the liability of CEG and its affiliates is limited to the fullest extent permitted by law to conduct involving bad faith, fraud, willful misconduct or gross negligence or, in the case of a criminal matter, action that was known to have been unlawful. In addition, the Company has agreed to indemnify CEG to the fullest extent permitted by law from and against any claims, liabilities, losses, damages, costs or expenses incurred by an indemnified person or threatened in connection with the Company' s operations, investments and activities or in respect of or arising from the CEG Master Services Agreement or the services provided by CEG, except to the extent that the claims, liabilities, losses, damages, costs or expenses are determined to have resulted from the conduct in respect of which such persons have liability as described above. These protections may result in CEG tolerating greater risks when making decisions than otherwise might be the case, including when determining whether to use leverage in connection with acquisitions. The indemnification arrangements to which CEG is a party may also give rise to legal claims for indemnification that are adverse to the Company and holders of its common stock. Certain of the Company' s PPAs and project- level financing arrangements include provisions that would permit the counterparty to terminate the contract or accelerate maturity in the event **CEG** ~~GIP, TotalEnergies or their respective affiliates cease~~ **ceases** to control or own, directly or indirectly, a majority of the voting power of the Company. Certain of the Company' s PPAs and project- level financing arrangements contain change in control provisions that provide the counterparty with a termination right or the ability to accelerate maturity in the event of a change of control of the Company without the counterparty' s consent. These provisions are triggered in the event **CEG** ~~GIP, TotalEnergies or their respective affiliates cease~~ **ceases** to own, directly or indirectly, capital stock representing more than 50 % of the voting power of the Company' s capital stock outstanding on such date, or, in some cases, if **CEG** ~~GIP, TotalEnergies or their respective affiliates cease~~ **ceases** to be the majority owner, directly or indirectly, of the applicable project subsidiary. As a result, if **CEG** ~~GIP, TotalEnergies or their respective affiliates cease~~ **ceases** to control, or in some cases, own a majority of the voting power of the Company, the counterparties could terminate such contracts or accelerate the maturity of such financing arrangements. The termination of any of the Company' s PPAs or the acceleration of the maturity of any of the Company' s project- level financing could have a material adverse effect on the Company' s business, financial condition, results of operations and cash flow. As of December 31, ~~2022~~ **2023** , CEG controls 54. 91 % of the Company' s combined voting power and is able to elect all of the Company' s board of directors. As a result, the Company is considered a " controlled company " for the purposes of the NYSE listing requirements. As a " controlled company, " the Company is permitted to, and the Company may, opt out of the NYSE listing requirements that would

require (i) a majority of the members of the Company' s board of directors to be independent, (ii) that the Company establish a compensation committee and a nominating and governance committee, each comprised entirely of independent directors, or (iii) an annual performance evaluation of the nominating and governance and compensation committees. The NYSE listing requirements are intended to ensure that directors who meet the independence standards are free of any conflicting interest that could influence their actions as directors. While the Company has elected to have a Corporate Governance, Conflicts and Nominating Committee consisting entirely of independent directors and to conduct an annual performance evaluation of this committee, the majority of the members of the Company' s board of directors are not considered independent and the Company' s compensation committee is not comprised entirely of independent directors. Therefore, the Company' s stockholders may not have the same protections afforded to stockholders of companies that are subject to all of the applicable NYSE listing requirements. The Company is subject to various federal, state and local environmental and health and safety laws and regulations. In addition, the Company may be held primarily or jointly and severally liable for costs relating to the investigation and clean- up of any property where there has been a release or threatened release of a hazardous regulated material as well as other affected properties, regardless of whether the Company knew of or caused the release. In addition to these costs, which are typically not limited by law or regulation and could exceed an affected property' s value, the Company could be liable for certain other costs, including governmental fines and injuries to persons, property or natural resources. Further, some environmental laws provide for the creation of a lien on a contaminated site in favor of the government as security for damages and any costs the government incurs in connection with such contamination and associated clean- up. Although the Company generally requires its operators to ~~undertake to~~ indemnify it for environmental liabilities ~~they~~ - **the operators** cause, the amount of such liabilities could exceed the financial ability of the operator to indemnify the Company. The presence of contamination or the failure to remediate contamination may adversely affect the Company' s ability to operate the business. **Local, state, federal and international regulatory bodies have increasingly focused on** ~~Greenhouse~~ **greenhouse** gas (GHG) regulation **, which** could ~~also~~ increase the cost of electricity generated by fossil fuels ~~,~~ and ~~such increases could~~ reduce demand for the power the Company' s conventional assets generate and market ~~. Legislative and regulatory measures to address climate change and GHG emissions are in various phases of discussion or implementation~~ . The EPA regulates GHG emissions from new and modified facilities that are potential major sources of criteria pollutants under the Clean Air Act ~~' s Prevention of Significant Deterioration and Title V programs~~ and has adopted regulations that require, among other things, preconstruction and operating permits for certain large stationary sources and the monitoring and reporting of GHGs from certain ~~onshore~~ oil and natural gas **facilities** ~~production sources on an annual basis~~ . **Further, the EPA recently announced** ~~The United States Environmental Protection Agency has proposed~~ strict new methane emissions regulations for ~~certain~~ oil and **natural** gas facilities ~~. The~~ **, and the** IRA ~~establishes~~ **established** a charge on **excess** methane emissions ~~above certain limits~~ from the same facilities. **On the international level, under the Paris Agreement, the U. S. established an economy- wide target of reducing its net GHG emissions by 50- 52 percent below 2005 levels by 2030 and achieving net zero GHG emissions economy- wide by no later than 2050.** In ~~addition~~ **December 2023** , ~~in 2015, the U. S., Canada and the U. K. participated in~~ the United Nations ~~Conference on~~ Climate Change ~~, which led~~ **Conference issued a call on parties** to ~~the creation of~~ the Paris Agreement ~~. The Paris Agreement~~ , ~~which was signed~~ **including the U. S., to contribute to the transitioning away from fossil fuels, reduction of methane emissions, and increase in renewable energy capacity to achieve net zero emissions** by **2050** ~~the U~~ . **Many state** ~~S. in April 2016, requires countries to review~~ and **local officials have stated** ~~" represent a progression " in~~ their ~~intended nationally determined contributions (which~~ **intent to intensify efforts to uphold the commitments** set **forth** ~~GHG emission reduction goals) every five years beginning~~ in ~~2020. In November 2020,~~ the **international accord** ~~U. S. officially withdrew from the Paris Agreement in November 2020. However, on January 20, 2021, President Biden signed an " Acceptance on Behalf of the United States of America " that will allow the U. S. to rejoin the Paris Agreement. The newly signed acceptance, deposited with the United Nations on January 20, reverses the prior withdrawal. The U. S. officially rejoined the Paris Agreement on February 19, 2021. The U. S. Congress, along with federal and state agencies, has also considered measures to reduce the emissions of GHGs~~ . Legislation or regulation that restricts carbon emissions could increase the cost of environmental compliance for the Company' s conventional assets by requiring the Company to install new equipment to reduce emissions from larger facilities and / or purchase emission allowances. Climate change and GHG legislation or regulation could also delay or otherwise negatively affect efforts to obtain and maintain permits and other regulatory approvals for the Company' s conventional assets' existing and new facilities, impose additional monitoring and reporting requirements or adversely affect demand for the natural gas the Company gathers, transports and stores. ~~Conversely,~~ **The effect on the Company of any new** ~~legislation~~ **legislative** or ~~regulation~~ - **regulatory measures will depend on the particular provisions** that **are ultimately adopted** ~~sets a price on or otherwise restricts carbon emissions could also benefit the Company by increasing demand for solar or wind energy sources~~ . ~~In addition, governmental~~ **Governmental** , scientific and public concern over the threat of climate change arising from GHG emissions has resulted in increasing political risks in the ~~U~~ **United States** . ~~S~~ **Companies across all industries are facing increased scrutiny from the public** , ~~including climate change~~ **stakeholders and government agencies** related **to** ~~pledges made by the~~ **their environmental** ~~Biden Administration. Shortly after taking office in January 2021~~ , ~~President Biden issued a series of executive orders designed~~ **social, and governance, or ESG, practices and commitments** to address climate change **.** ~~and suspend, revise, or~~ **For** ~~rescind~~ **example** , ~~prior agency actions that~~ **the SEC proposed enhanced climate- related disclosures in March 2022, which** are ~~identified~~ **expected to be finalized in the first half of 2024, and in September 2023, California passed climate- related disclosure mandates, which are broader than the SEC' s proposed rules. In recent years, investor advocacy groups, institutional investors, investment funds, and other influential investors have placed increasing importance on ESG practices. Increased focus and activism related to ESG and similar matters may hinder access to capital,** as ~~conflicting~~ **investors may decide to reallocate capital or to not commit capital as a result of their assessment of a company' s ESG practices. While the Company is committed to**

engaging with **its stakeholders on ESG practices in a proactive** ~~the Biden Administration’ s climate policies. Furthermore~~ , **holistic and integrated manner** ~~as part of rejoining the Paris Agreement~~ , **changes in** ~~President Biden announced that~~ the ~~United States~~ **public or stakeholder sentiment** ~~would~~ **could** ~~commit~~ **impact the Company’ s ability** to ~~a 50 to 52 percent reduction from 2005 levels of GHG emissions~~ **fund its conventional assets or decrease the demand for the energy generated** by ~~2030 and set the~~ **these assets** ~~goal of reaching net- zero GHG emissions by 2050~~ . ~~Reentry into~~ **In addition,** the ~~Paris Agreement and President Biden’ s executive orders~~ **additional disclosure requirements involve a significant recordkeeping requirement, which could result in the need for additional resources to support compliance. The Company will also be reliant upon its vendors in providing the necessary information for compliance, which** may **provide** ~~result in the development of~~ additional ~~regulations or changes~~ **challenges in meeting compliance requirements** ~~to existing regulations. The effect on the Company of any new legislative or regulatory measures will depend on the particular provisions that are ultimately adopted~~ . The electric generation business is subject to substantial governmental regulation and may be adversely affected by changes in laws or regulations, as well as liability under, or any future inability to comply with, existing or future regulations or other legal requirements. The Company’ s electric generation business is subject to extensive U. S. federal, state and local laws and regulations. Compliance with the requirements under these various regulatory regimes may cause the Company to incur significant additional costs, and failure to comply with such requirements could result in the shutdown of the non- complying facility, the imposition of liens, fines, and / or civil or criminal liability. Public utilities under the FPA are required to obtain FERC acceptance of their rate schedules for wholesale sales of electric energy, capacity and ancillary services. Except for generating facilities located in Hawaii or in Texas within the footprint of ERCOT, all of the Company’ s generating companies are public utilities under the FPA with market- based rate authority unless exempt from FPA public utility rate regulation. FERC’ s orders that grant market- based rate authority to wholesale power sellers reserve the right to revoke or revise that authority if FERC subsequently determines that the seller can exercise market power in transmission or generation, create barriers to entry, or engage in abusive affiliate transactions. In addition, public utilities are subject to FERC reporting requirements that impose administrative burdens and that, if violated, can expose the company to criminal and civil penalties or other risks. The Company’ s market- based sales are subject to certain rules prohibiting manipulative or deceptive conduct, and if any of the Company’ s generating companies with market- based rate authority are deemed to have violated those rules, they could be subject to potential disgorgement of profits associated with the violation, penalties, suspension or revocation of market-based rate authority. If such generating companies were to lose their market- based rate authority, such companies would be required to obtain FERC’ s acceptance of a cost- of- service rate schedule and could become subject to the significant accounting, record- keeping, and reporting requirements that are imposed on utilities with cost- based rate schedules. This could have a material adverse effect on the rates the Company is able to charge for power from its facilities. All of the Company’ s generating assets are operating either as EWGs as defined under the PUHCA, or as QFs as defined under the PURPA, as amended, and therefore are exempt from certain regulation under the PUHCA and the FPA. If a facility fails to maintain its status as an EWG or a QF or there are legislative or regulatory changes revoking or limiting the exemptions to the PUHCA and / or the FPA, then the Company may be subject to significant accounting, record- keeping, access to books and records and reporting requirements, and failure to comply with such requirements could result in the imposition of penalties and additional compliance obligations. Substantially all of the Company’ s generation assets are also subject to the reliability standards promulgated by the designated Electric Reliability Organization (currently the North American Electric Reliability Corporation, or NERC) and approved by FERC. If the Company fails to comply with the mandatory reliability standards, it could be subject to sanctions, including substantial monetary penalties and increased compliance obligations. The Company will also be affected by legislative and regulatory changes, as well as changes to market design, market rules, tariffs, cost allocations and bidding rules that occur in the existing regional markets operated by RTOs or ISOs, such as PJM. The RTOs / ISOs that oversee most of the wholesale power markets impose, and in the future may continue to impose, mitigation, including price limitations, offer caps, non- performance penalties and other mechanisms to address some of the volatility and the potential exercise of market power in these markets. These types of price limitations and other regulatory mechanisms may have a material adverse effect on the profitability of the Company’ s generation facilities acquired in the future that sell energy, capacity and ancillary products into the wholesale power markets. The regulatory environment for electric generation has undergone significant changes in the last several years due to state and federal policies affecting wholesale competition and the creation of incentives for the addition of large amounts of new renewable generation and, in some cases, transmission assets. These changes are ongoing, and the Company cannot predict the future design of the wholesale power markets or the ultimate effect that the changing regulatory environment will have on the Company’ s business. In addition, in some of these markets, interested parties have proposed to re-regulate the markets or require divestiture of electric generation assets by asset owners or operators to reduce their market share. Other proposals to re- regulate may be made and legislative or other attention to the electric power market restructuring process may delay or reverse the deregulation process. If competitive restructuring of the electric power markets is reversed, discontinued, or delayed, the Company’ s business prospects and financial results could be negatively impacted. The Company is subject to environmental laws and regulations that impose extensive and increasingly stringent requirements on its operations, as well as potentially substantial liabilities arising out of environmental contamination. The Company’ s assets are subject to numerous and significant federal, state and local laws, including statutes, regulations, guidelines, policies, directives and other requirements governing or relating to, among other things: protection of wildlife, including threatened and endangered species; air emissions; discharges into water; water use; the storage, handling, use, transportation and distribution of dangerous goods and hazardous, residual and other regulated materials, such as chemicals; the prevention of releases of hazardous materials into the environment; the prevention, presence and remediation of hazardous materials in soil and groundwater, both on and offsite; land use and zoning matters; and workers’ health and safety matters. The Company’ s facilities could experience incidents, malfunctions and other unplanned events that could result in spills or emissions in excess of permitted levels and result in

personal injury, penalties and property damage. Any failure to comply with applicable environmental laws and regulations, including those relating to equipment failures, or obtain required governmental approvals and permits, may result in the assessment of administrative, civil or criminal penalties, imposition of investigatory or remedial activities and, in certain, less common circumstances, issuance of temporary or permanent injunctions, or construction or operation bans or delays. As such, the operation of the Company' s facilities carries an inherent risk of environmental, health and safety liabilities (including potential civil actions, compliance or remediation orders, fines and other penalties), and may result in the assets being involved from time to time in administrative and judicial proceedings relating to such matters. The Company has implemented environmental, health and safety management programs designed to continually improve environmental, health and safety performance. Environmental laws and regulations have generally become more stringent over time. Significant costs may be incurred for capital expenditures under environmental programs to keep the assets compliant with such environmental laws and regulations. If it is not economical to make those expenditures, it may be necessary to retire or mothball facilities or restrict or modify the Company' s operations to comply with more stringent standards. These environmental requirements and liabilities could have a material adverse effect on the business, financial condition, results of operations and cash flows. The Company' s business is subject to complex and evolving U. S. laws and regulations regarding privacy and data protection (" data protection laws "). Many of these laws and regulations are subject to change and uncertain interpretation, and could result in claims, increased cost of operations, or otherwise harm the Company' s business. The regulatory environment surrounding data privacy and protection is constantly evolving and can be subject to significant change. New data protection laws pose increasingly complex compliance challenges and potentially elevate the Company' s costs. Complying with varying jurisdictional requirements could increase the costs and complexity of compliance, and violations of applicable data protection laws can result in significant penalties. Any failure, or perceived failure, by the Company to comply with applicable data protection laws could result in proceedings or actions against the Company by governmental entities or others, subject the Company to significant fines, penalties, judgments, and negative publicity, require the Company to change its business practices, increase the costs and complexity of compliance, and adversely affect the Company' s business. As noted above, the Company is also subject to the possibility of cyberattacks, which themselves may result in a violation of these laws. Additionally, if the Company acquires a company that has violated or is not in compliance with applicable data protection laws, the Company may incur significant liabilities and penalties as a result. The Company' s growth strategy depends in part on government policies that support renewable generation and energy storage and enhance the economic viability of owning renewable power generation assets. Renewable power generation assets currently benefit from various federal, state and local governmental incentives such as ITCs, PTCs, loan guarantee programs, RPS ~~,~~ programs and accelerated depreciation for tax purposes. These laws, regulations and policies have had a significant impact on the development of renewable power generation projects and they could be changed, reduced or eliminated at any time. These incentives make the development of renewable power generation projects more competitive by providing tax credits or grants and accelerated depreciation for a portion of the development costs, decreasing the costs and risks associated with developing such projects or creating demand for renewable power assets through RPS programs. The elimination or loss of, or reduction in, such incentives could (i) decrease the attractiveness of renewable power generation projects to developers, including, but not limited to, CEG, which could reduce the Company' s acquisition opportunities, (ii) reduce the Company' s willingness to pursue or develop certain renewable power projects due to higher operating costs or decreased revenues under its PPAs, (iii) cause the market for future renewable energy PPAs to be smaller and the prices for future renewable energy PPAs to be lower and / or (iv) result in increased financing costs and difficulty in obtaining financing on acceptable terms. Any of the foregoing could have a material adverse effect on the Company' s business, financial condition, results of operations and ability to grow its business and make cash distributions. Revenue earned by ~~the Company' s~~ GenConn ~~assets~~ is established each year in a rate case; accordingly, the profitability of ~~these~~ **its** assets is dependent on regulatory approval. Revenues related to ~~the~~ GenConn ~~assets~~ are established each year by the Connecticut Public Utilities Regulatory Authority. While such regulatory oversight is generally premised on the recovery of prudently incurred costs and a reasonable rate of return on invested capital, the rates that **GenConn** ~~the Company~~ may charge, or the revenue that the Company may earn **through its GenConn investment, which is accounted for under the equity method,** with respect to this capacity are subject to authorization of the applicable regulatory authorities. There can be no assurance that such regulatory authorities will consider all of the costs to have been prudently incurred or that the regulatory process by which rates or revenues are determined will always result in rates or revenues that achieve full recovery of costs or an adequate return on the Company' s capital investments. While **GenConn** ~~the Company~~ ' s rates and revenues are generally established based on an analysis of costs incurred in a base year, the rates **GenConn** ~~the Company~~ is allowed to charge, and the revenues **GenConn** ~~the Company~~ is authorized to earn, may or may not match the costs at any given time. If **GenConn** ~~the Company~~ ' s costs are not adequately recovered through these regulatory processes, it could have a material adverse effect on the **Company' s** business, financial condition, results of operations and cash flows. The amount of CAFD principally depends upon the amount of cash the Company generates from its operations, which will fluctuate from quarter to quarter based on, among other things: • **variations in revenues generated by the business, due to seasonality, weather, unplanned plant outages, contractual pricing structures or otherwise; •** the level and timing of capital expenditures the Company makes; • the level of operating and general and administrative expenses, including reimbursements to CEG for services provided to the Company in accordance with the CEG Master Services Agreement ~~; • variations in revenues generated by the business, due to seasonality, weather, unplanned plant outages, contractual pricing structures or otherwise~~ ; • debt service requirements and other liabilities; • the Company' s ability to borrow funds and access capital markets; • restrictions contained in the Company' s debt agreements (including project- level financing and, if applicable, corporate debt); and • other business risks affecting cash levels. As a result of all these factors, the Company cannot guarantee that it will have sufficient cash generated from operations to pay a specific level of cash dividends to holders of its Class A or Class C common stock. Furthermore, holders of the Company' s Class A or Class C

common stock should be aware that the amount of CAFD depends primarily on operating cash flow, and is not solely a function of profitability, which can be affected by non- cash items. The Company may incur other expenses or liabilities during a period that could significantly reduce or eliminate its CAFD and, in turn, impair its ability to pay dividends to holders of the Company' s Class A or Class C common stock during the period. Because the Company is a holding company, its ability to pay dividends on the Company' s Class A or Class C common stock is restricted and further limited by the ability of the Company' s subsidiaries to make distributions to the Company, including restrictions under the terms of the agreements governing the Company' s corporate debt and project- level financing. For example, as a result of the bankruptcy of PG & E, between early 2019 and mid- 2020, certain of the Company' s ~~unconsolidated~~ **assets and** investments were unable to **make** ~~distribute project~~ distributions to the Company. The project- level financing agreements generally prohibit distributions from the project entities prior to COD and thereafter prohibit distributions to the Company unless certain specific conditions are met, including the satisfaction of financial ratios. The Company' s revolving credit facility also restricts the Company' s ability to declare and pay dividends if an event of default has occurred and is continuing or if the payment of the dividend would result in an event of default. Clearway Energy LLC' s ~~CAFD~~ **cash flow** will likely fluctuate from quarter to quarter, in some cases significantly, due to seasonality **, weather volatility and other factors** . As a result, the Company may cause Clearway Energy LLC to reduce the amount of cash it distributes to its members in a particular quarter to establish reserves to fund distributions to its members in future periods for which the cash distributions the Company would otherwise receive from Clearway Energy LLC would be insufficient to fund its quarterly dividend. If the Company fails to cause Clearway Energy LLC to establish sufficient reserves, the Company may not be able to maintain its quarterly dividend with respect to a quarter adversely affected by seasonality. Finally, dividends to holders of the Company' s Class A or Class C common stock will be paid at the discretion of the Company' s board of directors. The Company' s board of directors may decrease the level, or entirely discontinue payment, of dividends. The Company is a holding company and its only material asset is its interest in Clearway Energy LLC, and the Company is accordingly dependent upon distributions from Clearway Energy LLC and its subsidiaries to pay dividends and taxes and other expenses. The Company is a holding company and has no material assets other than its ownership of membership interests in Clearway Energy LLC, a holding company that has no material assets other than its interest in Clearway Energy Operating LLC, whose sole material assets are the project companies. None of the Company, Clearway Energy LLC or Clearway Energy Operating LLC has any independent means of generating revenue. The Company intends to continue to cause Clearway Energy Operating LLC' s subsidiaries to make distributions to Clearway Energy Operating LLC and, in turn, make distributions to Clearway Energy LLC, and, in turn, to make distributions to the Company in an amount sufficient to cover all applicable taxes payable and dividends, if any, declared by the Company. To the extent that the Company needs funds for a quarterly cash dividend to holders of the Company' s Class A and Class C common stock or otherwise, and Clearway Energy Operating LLC or Clearway Energy LLC is restricted from making such distributions under applicable law or regulation or is otherwise unable to provide such funds (including as a result of Clearway Energy Operating LLC' s operating subsidiaries being unable to make distributions), it could materially adversely affect the Company' s liquidity and financial condition and limit the Company' s ability to pay dividends to holders of the Company' s Class A and Class C common stock. One of the factors that influences the price of shares of the Company' s Class A and Class C common stock is the effective dividend yield of such shares (i. e., the yield as a percentage of the then market price of the Company' s shares) relative to market interest rates. An increase in market interest rates may lead investors of shares of the Company' s Class A and Class C common stock to expect a higher dividend yield and the Company' s inability to increase its dividend as a result of an increase in borrowing costs, insufficient CAFD or otherwise, could result in selling pressure on, and a decrease in the market prices of the Company' s Class A and Class C common stock as investors seek alternative investments with higher yield. Market volatility and reports by securities or industry analysts may affect the price of the Company' s Class A and Class C common stock. The market price of the Company' s Class A and Class C common stock may fluctuate significantly in response to a number of factors, most of which the Company cannot predict or control, including general market and economic conditions, disruptions, downgrades, credit events and perceived problems in the credit markets; actual or anticipated variations in its quarterly operating results or dividends; natural disasters, wildfires and other weather- related events; changes in the Company' s investments or asset composition; write- downs or perceived credit or liquidity issues affecting the Company' s assets; market perception of ~~GIP, TotalEnergies or~~ CEG **or its owners** , the Company' s business and the Company' s assets; the Company' s level of indebtedness and / or adverse market reaction to any indebtedness that the Company may incur in the future; the Company' s ability to raise capital on favorable terms or at all; loss of any major funding source; changes in market valuations of similar power generation companies; and speculation in the press or investment community regarding the Company ~~, GIP, TotalEnergies~~ or CEG **(or its owners)** . Securities markets in general have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. Any broad market fluctuations may adversely affect the trading price of the Company' s Class A and Class C common stock. Furthermore, any significant disruption to the Company' s ability to access the capital markets, or a significant increase in interest rates, could make it difficult for the Company to successfully acquire attractive projects from third parties and may also limit the Company' s ability to obtain debt or equity financing to complete such acquisitions. If the Company is unable to raise adequate proceeds when needed to fund such acquisitions, the ability to grow the Company' s project portfolio may be limited, which could have a material adverse effect on the Company' s ability to implement its growth strategy and, ultimately, its business, financial condition, results of operations and cash flows. The trading market for the Company' s Class A and Class C common stock is influenced by the research and reports that industry or securities analysts may publish about the Company, the Company' s business, the Company' s market or the Company' s competitors. If any of the analysts who may cover the Company change their recommendation regarding the Company' s Class A and / or Class C common stock adversely or provide more favorable relative recommendations about the Company' s competitors, the price of the Company' s Class A and / or Class C common stock could decline. If any analyst who

covers the Company were to cease coverage of the Company or fail to regularly publish reports on the Company, the Company could lose visibility in the financial markets, which in turn could cause the stock price or trading volume of the Company' s Class A and / or Class C common stock to decline. Provisions of the Company' s amended and restated certificate of incorporation and fourth amended and restated bylaws may discourage, delay or prevent a merger, acquisition or other change in control that holders of the Company' s Class A and Class C common stock may consider favorable, including transactions in which such stockholders might otherwise receive a premium for their shares. This is because these provisions may prevent or frustrate attempts by stockholders to replace or remove members of the Company' s management. These provisions include: • a prohibition on stockholder action through written consent; • a requirement that special meetings of stockholders be called upon a resolution approved by a majority of the Company' s directors then in office; • advance notice requirements for stockholder proposals and nominations; and • the authority of the board of directors to issue preferred stock with such terms as the board of directors may determine. Section 203 of the Delaware General Corporation Law prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder, generally a person that together with its affiliates owns or within the last three years has owned 15 % of voting stock, for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. Additionally, the Company' s restated certificate of incorporation prohibits any person and any of its associate or affiliate companies in the aggregate, public utility or holding company from acquiring, other than secondary market transactions, an amount of the Company' s Class A or Class C common stock sufficient to result in a transfer of control without the prior written consent of the Company' s board of directors. Any such change of control, in addition to prior approval from the Company' s board of directors, would require prior authorization from FERC. Similar restrictions may apply to certain purchasers of the Company' s securities which are holding companies regardless of whether the Company' s securities are purchased in offerings by the Company ~~or NRG~~ , in open market transactions or otherwise. A purchaser of the Company' s securities which is a holding company will need to determine whether a given purchase of the Company' s securities may require prior FERC approval. Investors may experience dilution of ownership interest due to the future issuance of additional shares of the Company' s Class A or Class C common stock. The Company is in a capital intensive business and may not have sufficient funds to finance the growth of the Company' s business, future acquisitions or to support the Company' s projected capital expenditures. As a result, the Company may require additional funds from further equity or debt financings, including tax equity financing transactions, sales under the ATM Program or sales of preferred shares or convertible debt to complete future acquisitions, expansions and capital expenditures and pay the general and administrative costs of the Company' s business. In the future, the Company may issue shares under its ATM Program and the Company' s previously authorized and unissued securities, resulting in the dilution of the ownership interests of purchasers of the Company' s Class A and Class C common stock. Under the Company' s restated certificate of incorporation, the Company is authorized to issue 500, 000, 000 shares of Class A common stock, 500, 000, 000 shares of Class B common stock, 1, 000, 000, 000 shares of Class C common stock, 1, 000, 000, 000 shares of Class D common stock and 10, 000, 000 shares of preferred stock with preferences and rights as determined by the Company' s board of directors. The potential issuance of additional shares of common stock or preferred stock or convertible debt may create downward pressure on the trading price of the Company' s Class A and Class C common stock. Future sales of the Company' s Class A or Class C common stock by CEG may cause the price of the Company' s Class A or Class C common stock to fall. The market price of the Company' s Class A or Class C common stock could decline as a result of sales by CEG of such shares (issuable to CEG upon the exchange of some or all of its Clearway Energy LLC Class B or Class D units, respectively) in the market, or the perception that these sales could occur. The market price of the Company' s Class A or Class C common stock may also decline as a result of CEG disposing or transferring some or all of the Company' s outstanding Class B or Class D common stock, which disposals or transfers would reduce CEG' s ownership interest in, and voting control over, the Company. These sales might also make it more difficult for the Company to sell equity securities at a time and price that the Company deems appropriate. CEG and certain of its affiliates have certain demand and piggyback registration rights with respect to shares of the Company' s Class A common stock issuable upon the exchange of Clearway Energy LLC' s Class B units and / or Class C common stock issuable upon the exchange of Clearway Energy LLC' s Class D units. The presence of additional shares of the Company' s Class A and / or Class C common stock trading in the public market, as a result of the exercise of such registration rights, could have a material adverse effect on the market price of the Company' s securities. The Company expects to (i) ~~generate NOLs and~~ carryforward prior year NOL balances to offset future taxable income and (ii) generate tax credits and carryforward prior year tax credits to offset future income tax liabilities. Based on the Company' s current portfolio of assets, which include renewable assets that benefit from accelerated tax depreciation deductions and federal tax credits, ~~and taking into account the taxable gain on the Thermal Disposition which closed May 1, 2022,~~ the Company estimates it will not pay material ~~federal~~ income tax **payments** through ~~2027~~ **2026** ~~, but does expect to pay material state income tax across certain jurisdictions beginning in 2023~~ . While the Company expects its NOLs and tax credits will be available as a future benefit, in the event that they are not generated as expected, successfully challenged by the IRS or state and local jurisdictions (in a tax audit or otherwise) or subject to future limitations from a potential change in ownership, the Company' s ability to realize these benefits may be limited. In addition, the Company' s ability to realize state and local tax exemptions, including property or sales and use tax exemptions, is subject to various tax ~~laws~~ - **law requirements** . If these exemptions are successfully challenged by state and local jurisdictions or if a change in tax law occurs, the Company' s ability to realize these exemptions could be affected. A reduction in the Company' s expected NOLs **or tax credits** , a limitation on the Company' s ability to use such losses or tax credits ~~,~~ and challenges by tax authorities to the Company' s tax positions may result in a material increase in the Company' s estimated future income, sales / use and property tax liability and may negatively impact the Company' s liquidity and financial condition. The Company' s ability to use NOLs could be substantially limited if the Company is unable to generate future taxable income or were to experience an " ownership change " as defined under

Section 382 of the Code. In general, an " ownership change " would occur if the Company' s " 5- percent shareholders, " as defined under Section 382 of the Code, collectively increased their ownership in the Company by more than 50 percentage points over a rolling three- year period. A corporation that experiences an ownership change will generally be subject to an annual limitation on the use of its pre- ownership change **NOLs** ~~deferred tax assets~~ equal to the equity value of the corporation immediately before the ownership change, multiplied by the long- term tax- exempt rate for the month in which the ownership change occurs **, increased by certain adjustments for built- in gains at the time of the ownership change** . Future sales of any class of the Company' s common stock by CEG, as well as future issuances by the Company, could contribute to a potential ownership change. The Company' s expected NOLs and tax credits will be reflected as a deferred tax asset as they are generated until utilized to offset income. Valuation allowances may need to be maintained for deferred tax assets that the Company estimates are more likely than not to be unrealizable, based on available evidence at the time the estimate is made. Valuation allowances related to deferred tax assets can be affected by changes to tax laws, statutory tax rates and future taxable income levels. In the event that the Company was to determine that it would not be able to realize all or a portion of ~~the~~ **its** net deferred tax assets in the future, the Company would reduce such amounts through a charge to income tax expense in the period in which that determination was made, which could have a material adverse impact on the Company' s financial condition and results of operations. The amount of distributions **to holders of the Company' s Class A and Class C common stock** that will be treated as taxable for U. S. federal income tax purposes **to such holders** will depend on the amount of the Company' s current and accumulated earnings and profits. It is difficult to predict whether the Company will generate earnings or profits as computed for federal income tax purposes in any given tax year. Generally, a corporation' s earnings and profits are computed based upon taxable income, with certain specified adjustments. Distributions will constitute ordinary dividend income to the extent paid from the Company' s current or accumulated earnings and profits. Distributions in excess of the Company' s current and accumulated earnings and profits will constitute a nontaxable return of capital to the extent of a stockholder' s basis in his or her Class A or Class C common stock. Distributions in excess of the Company' s current and accumulated earnings and profits and in excess of a stockholder' s basis will be treated as gain from the sale of the common stock. For U. S. tax purposes, the Company' s distributions to its stockholders in 2022 were classified as taxable dividends ~~, while~~ **. A portion of** the **Company' s distributions to its stockholders in** ~~2021~~ **2023 were classified as taxable dividends and the remaining** distributions were classified as **either** a nontaxable return of capital and **a** reduction of a U. S. stockholder' s tax basis, to the extent of a U. S. stockholder' s tax basis in each of the Company' s common shares, **or** ~~with any remaining amount being~~ taxed as a capital gain. The Company anticipates that ~~, largely due to the Thermal Disposition in 2022,~~ it will be in a cumulative earnings and profits ~~surplus~~ **deficit** position as of the end of ~~2022~~ **2023** . As a result, ~~a portion of~~ any distributions made to holders of the Company' s Class A and Class C Common stock in ~~2023~~ **2024** and beyond may be treated as **a** ~~taxable~~ **nontaxable return of capital or capital gain** for U. S. federal income tax purposes. The portion of distributions that will be treated as ~~taxable~~ **nontaxable** ~~dividends~~ **return of capital or capital gain** will depend upon a number of factors, including but not limited to, the Company' s overall performance and the gross amount of any distributions made to stockholders in ~~2023~~ **2024** and beyond. The Company' s provision for income taxes and reporting of tax- related assets and liabilities require significant judgments and the use of estimates. Amounts of tax- related assets and liabilities involve judgments and estimates of the timing and probability of recognition of income, deductions and tax credits, including, but not limited to, estimates for potential adverse outcomes regarding tax positions that have been taken and the ability to utilize tax benefit carryforwards, such as NOL and tax credit carryforwards. Actual income taxes could vary significantly from estimated amounts due to the future impacts of, among other things, changes in tax laws, guidance or policies, including changes in corporate income tax rates, the financial conditions and results of operations of the Company, and the resolution of audit issues raised by taxing authorities. These factors, including the ultimate resolution of income tax matters, may result in material adjustments to tax- related assets and liabilities, which could materially adversely affect the Company' s business, financial condition, results of operations and prospects. The ~~recently enacted~~ IRA contains a number of revisions to the Internal Revenue Code, including (i) a 15 % corporate minimum income tax for certain taxpayers, (ii) a 1 % excise tax on corporate stock repurchases in tax years beginning after December 31, 2022 and (iii) business tax credits and incentives for the development of clean energy projects and the production of clean energy. In order to qualify for the full amount of business tax credits and incentives for clean energy projects whose construction ~~begins~~ **began** on or after January 30, 2023, certain wage and apprenticeship requirements must be met ~~, the details of which have been released only in part with additional details expected in future guidance~~ . The Company continues to analyze the potential impact of the IRA and monitor guidance to be issued by the United States Department of the Treasury **. The IRA contains stringent compliance, recordkeeping and certification requirements in order to claim tax credits and incentives available. Additionally, in order to avoid possibly losing available credits, the Company must comply with prevailing wage and apprenticeship requirements applicable to projects on which construction began on or after December 31, 2022. The IRA does permit that certain defects in meeting the requirements may be timely cured under certain conditions rather than causing a loss of the tax credits. Moreover, the documentation required for this compliance will come from third- party vendors, including equipment manufacturers and engineering, procurement and construction contractors and subcontractors as well as the Company' s internal sources. In addition, if there are defects in compliance with the prevailing wages and apprenticeship requirements, the payments to cure such deficiencies will need to be made by these third parties to their employees. The conduct of these third parties can also impact the right to claim tax credits and / or the exposure to penalties if they fail to adequately comply with the tax laws. While the Company has secured and will continue to attempt to secure the necessary access to the information required to meet its compliance and certification requirements under the tax law and has included and will continue to include in contracts with third parties rights to have third parties make cure payments if necessary, the Company may not be able to control whether appropriate documentation is actually available or provided in a timely manner and / or whether cure actions are taken by a third**

party in a timely fashion. This may result in the incurrence of penalties and loss of tax credits. It is also possible that the terms negotiated with third parties fail to meet the requirements of tax law either with respect to compliance requirements, documentation or conduct of third- parties. The impact of such noncompliance could materially adversely affect the Company' s business, financial condition and results of operations. Moreover, the costs and resources required to adequately comply with the requirements of the IRA and to monitor the activities of third parties are still to be determined as the Company puts in place its compliance and documentation program and as guidance from the Treasury in the form of notices and regulations continues to be issued . CAUTIONARY STATEMENT REGARDING FORWARD- LOOKING INFORMATION This Annual Report on Form 10- K of Clearway Energy, Inc., together with its consolidated subsidiaries, or the Company, includes forward- looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The words " believes, " " projects, " " anticipates, " " plans, " " expects, " " intends, " " estimates " and similar expressions are intended to identify forward- looking statements. These forward- looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company' s actual results, performance and achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward- looking statements. These factors, risks and uncertainties include the factors described under Item 1A — Risk Factors and the following: • The Company' s ability to maintain and grow its quarterly dividend; • Potential risks related to the Company' s relationships with ~~GIP, TotalEnergies and~~ CEG **and its owners** ; • The Company' s ability to successfully identify, evaluate and consummate acquisitions from, and dispositions to, third parties; • The Company' s ability to acquire assets from CEG; • The Company' s ability to borrow additional funds and access capital markets, as well as the Company' s substantial indebtedness and the possibility that the Company may incur additional indebtedness going forward; • Changes in law, including judicial decisions; • Hazards customary to the power production industry and power generation operations such as fuel and electricity price volatility, unusual weather conditions (including wind and solar conditions), catastrophic weather- related or other damage to facilities, unscheduled generation outages, maintenance or repairs, unanticipated changes to fuel supply costs or availability due to higher demand, shortages, transportation problems or other developments, environmental incidents, or electric transmission or gas pipeline system constraints and the possibility that the Company may not have adequate insurance to cover losses as a result of such hazards; • The Company' s ability to operate its businesses efficiently, manage maintenance capital expenditures and costs effectively, and generate earnings and cash flows from its asset- based businesses in relation to its debt and other obligations; • The willingness and ability of counterparties to the Company' s offtake agreements to fulfill their obligations under such agreements; • The Company' s ability to enter into contracts to sell power and procure fuel on acceptable terms and prices ~~as current offtake agreements expire~~ ; • Government regulation, including compliance with regulatory requirements and changes in market rules, rates, tariffs and environmental laws; • Operating and financial restrictions placed on the Company that are contained in the project- level debt facilities and other agreements of certain subsidiaries and project- level subsidiaries generally, in the Clearway Energy Operating LLC amended and restated revolving credit facility and in the indentures governing the Senior Notes; and • Cyber terrorism and inadequate cybersecurity, or the occurrence of a catastrophic loss and the possibility that the Company may not have adequate insurance to cover losses resulting from such hazards or the inability of the Company' s insurers to provide coverage. Forward- looking statements speak only as of the date they were made, and the Company undertakes no obligation to publicly update or revise any forward- looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors that could cause the Company' s actual results to differ materially from those contemplated in any forward- looking statements included in this Annual Report on Form 10- K should not be construed as exhaustive.