

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Clearway Energy, Inc.		2 Issuer's employer identification number (EIN)	
3 Name of contact for additional information Investor Relations	4 Telephone No. of contact (609) 608-1525	5 Email address of contact Investor.Relations@ClearwayEnergy.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 300 Carnegie Center, Suite 300		7 City, town, or post office, state, and ZIP code of contact Princeton, NJ 08540	
8 Date of action December 31, 2019		9 Classification and description	
10 CUSIP number A-62942x306;C-62941x405	11 Serial number(s)	12 Ticker symbol CWEN	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **As part of the organizational action, Clearway Energy, Inc ("CWEN") made cash distributions to its Class A and Class C common stockholders as of December 31, 2019.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Dividends paid in excess of current and accumulated earnings and profits ("E&P") of a corporation reduce the basis of the shares of the corporation pursuant to Internal Revenue Code ("IRC") Sections 301(c)(2) and 316(a).**

CWEN made cash distributions as of December 31, 2019 for holders of each share of Class A and Class C common stock. At this time, and based upon reasonable assumptions by CWEN, the distributions are expected to be non-taxable return of capital thereby reducing each shareholder's basis by the amount of the distribution.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **At this time, and based upon reasonable assumptions by CWEN, the full amount of distributions paid per Class A and Class C common stock should reduce the basis of each share of Class A and Class C common stock held by each shareholder on the date of payment as CWEN is not expected to have any E&P (current or accumulated) as of December 31, 2019. Pursuant to the applicable Treasury Regulations under IRC Section 6045B, if these assumptions turn out to be incorrect, CWEN will file a corrected Form 8937 within 45 days of such determination.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

IRC 316

IRC 301(c)

18 Can any resulting loss be recognized? ▶ The organizational action does not result in recognition of loss for U.S. federal income tax purposes.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable year is 2019. Class A and Class C common stock shareholders, as of December 31, 2019, should reduce the basis of their Class A and Class C common stock held on that date by their pro rata share of the amount of the distribution.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ 1/31/2020

Print your name ▶ **Mary-Lee Stillwell** Title ▶ **Chief Accounting Officer**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶	Firm's EIN ▶		Phone no.	
Firm's address ▶				

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054