

IN THE SUPREME COURT OF THE STATE OF DELAWARE

THOMAS DREW RUTLEDGE,

Plaintiff Below,  
Appellant,

v.

CLEARWAY ENERGY GROUP  
LLC and CHRISTOPHER SOTOS,

Defendants Below,  
Appellees,

- and -

CLEARWAY ENERGY, INC.,

Nominal Defendant  
Below, Appellee.

No. 248, 2025

Certification of Questions of Law from  
the Court of Chancery

C.A. No. 2025-0499-LWW

**DISCLOSURE OF CORPORATE AFFILIATIONS AND FINANCIAL  
INTEREST OF PROSPECTIVE *AMICUS CURIAE*  
THE SOCIETY FOR CORPORATE GOVERNANCE**

Pursuant to Supreme Court Rule 7(g), prospective *Amicus Curiae* the Society  
for Corporate Governance makes the following disclosure:

1. List any entity not named in the caption which is an active participant in the underlying transaction, involved in this proceeding, e.g., financial advisors, lending institutions, equity investors.

ANSWER: None

2. Are the parties identified above subsidiaries or affiliates of a publicly owned corporation?

☐ Yes      ☒ No

If the answer is YES, list below the identity of the parent corporation or affiliate and the relationship between it and the named party:

ANSWER: N/A

3. Is there a publicly owned corporation, not a party to the appeal, that has a substantial financial interest in the outcome?

☐ Yes      ☒ No

If the answer is YES, list below the identity of such corporation and the nature of the financial interest.

ANSWER:

MORRIS, NICHOLS, ARSHT &  
TUNNELL LLP

*Of Counsel:*

Nicole A. Saharsky  
Andrew J. Pincus  
Minh Nguyen-Dang  
MAYER BROWN LLP  
1999 K Street, NW  
Washington, DC 20006  
(202) 263-5285

/s/ William M. Lafferty  
William M. Lafferty (Bar No. 2755)  
Lauren K. Neal (Bar No. 5940)  
Phillip Reytan (Bar No. 7255)  
1201 N. Market Street, 16th Floor  
Wilmington, DE 19801  
(302) 658-9200

*Counsel for the Society for Corporate  
Governance*

September 12, 2025

## **CERTIFICATE OF SERVICE**

I hereby certify that, on September 12, 2025, true and correct copies of the foregoing *Disclosure of Corporate Affiliations and Financial Interest of Prospective Amicus Curiae the Society for Corporate Governance* were caused to be served via File&ServeXpress on the following counsel of record:

Ned Weinberger, Esq.  
Mark Richardson, Esq.  
LABATON KELLER SUCHAROW LLP  
222 Delaware Ave, Suite 1510  
Wilmington, DE 19801

Srinivas M. Raju, Esq.  
Matthew D. Perri, Esq.  
Andrew L. Milam, Esq.  
Kaitlyn R. Zavatsky, Esq.  
RICHARDS LAYTON & FINGER PA  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801

Elena C. Norman, Esq.  
Skyler Speed, Esq.  
Alyssa T. Atkisson McKeever, Esq.  
YOUNG CONAWAY STARGATT &  
TAYLOR LLP  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801

Gregory V. Varallo, Esq.  
Andrew Blumberg, Esq.  
Daniel Meyer, Esq.  
BERNSTEIN LITOWITZ BERGER &  
GROSSMANN LLP  
500 Delaware Avenue, Suite 901  
Wilmington, DE 19801

Peter J. Walsh, Jr., Esq.  
Michael A. Pittenger, Esq.  
Thomas Brad Davey, Esq.  
Callan R. Jackson, Esq.  
Joshua Almond, Esq.  
POTTER ANDERSON &  
CORROON LLP  
1313 N. Market Street  
Hercules Plaza, 6th Floor  
Wilmington, DE 19801

/s/ Phillip Reytan  
Phillip Reytan (#7255)