

**ACTIVE POWER INC AGM Date: 2013-05-30**

**1.01 Elect Stephen Clearman**

**Withhold**

Non-executive Director. Class I Director for a term expiring in 2016. Independent by Company, not independent by PIRC as he is the representative of Kinderhook Partners, LP appointed pursuant to a Securities Purchase Agreement between the Company and Kinderhook Partners. There is insufficient independent representation on the Board.

**1.02 Elect Thomas Patrick Kelly**

**For**

**2 Approve Pay Structure**

**Oppose**

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. Our voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment.

There is adequate disclosure of all aspects of remuneration.

For 2012, 70% of each of the Named Executive Officers' target bonus award was based upon achievement of corporate financial and operating objectives, which were the same objectives for each Named Executive Officer. The remaining 30% of each Named Executive Officer's target bonus award was based upon achievement of individual objectives unique to each executive and his or her area of responsibility. The Company uses stock options and restricted stock units for long-term compensation. Both of these types of awards begin vesting after one year and there are no performance conditions attached to either type of award.

There is no automatic acceleration of vesting of equity awards upon a change in control. The Company has a recoupment policy in place.

**3 Appoint the auditors**

**For**