

FUELCELL ENERGY INC AGM Date: 2013-03-28

1.01 Re-Election of Arthur A. Bottone **For**

1.02 Re-Election of Richard A. Bromley **For**

1.03 Re-Election of James Herbert England **Withhold**

Non-Executive Director. Independent by Company but not considered to be independent due to his connection with Enbridge Inc., which has a market development agreement, a preferred share agreement and a dividend obligation with the Company. There is insufficient independent representation on the Board.

1.04 Re-Election of James D. Gerson **Withhold**

Non-Executive Director. Independent by Company, but not considered to be independent as he holds 1% of the issued share capital and has served on the Board for more than nine years. There is insufficient independent representation on the Board.

1.05 Re-Election of William A. Lawson **Withhold**

Non-Executive Director. Independent by Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

1.06 Re-Election of John A. Rolls **Withhold**

Non-Executive Chairman. Independent by Company, but not considered to be independent as he has served on the Board for more than nine years. He previously acted as Senior Independent Director between 2007 and 2011. There is insufficient independent representation on the Board.

1.07 Re-Election of Togo Dennis West, Jr. **For**

2 To ratify the selection of the independent registered public accounting firm for fiscal 2013 **For**