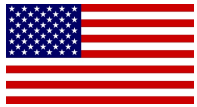


Meeting Date:	Thu, 02 Apr 2015 10:00am	Type:	AGM	Issue date:	Thu, 19 Mar 2015
Meeting Location:	Hartford Marriott Downtown, 200 Columbus Blvd, Hartford, Connecticut				
Current Indices:	PIRC Global				
Sector:	Electrical Components & Equipment				

PROPOSALS		ADVICE
1.01	Elect Arthur A. Bottone President and CEO	For
1.02	Elect Richard A. Bromley Independent Non-Executive Director	For
1.03	Elect J. H. England Non-Executive Director. Not considered independent due to his connection with Enbridge 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.	Withhold
1.04	Elect William A. Lawson Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.	Withhold
1.05	Elect John A. Rolls Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.	Withhold
1.06	Elect Christopher S. Sotos Non-Executive Director. Not considered independent due to his affiliation with NRG Energy Inc., which owns 5.83% of common stock of FuelCell Energy. There is insufficient independent representation on the board.	Withhold
1.07	Elect Togo Dennis West, Jr Independent Non-Executive Director	For
2	Appoint the auditors KPMG LLP proposed. There were no non-audit fees for the year under review and on a three year basis. Triodos supports this resolution.	For
3	Amend articles of incorporation increasing authorised common stock The Board is seeking shareholder's approval to amend the Company's Amended and Restated Articles of Incorporation increasing the Company's Authorized Common Stock from 400,000,000 shares to 475,000,000 shares. The Company has 87,318,202 shares available to issue. The Board is recommending this increase primarily to give the Company appropriate flexibility to issue shares to satisfy compensation agreements and for future corporate needs. Currently shares available for issuance totals approximately 22 percent of authorized shares. Approval of this proposal would increase the authorised limit by 18.75 percent so that the number of shares available to issue increased from 22 percent to 34 percent. While the increase is within guidelines, the board has failed to properly justify the reason for the increase as it still has the ability to issue 87,318,202 shares which should be sufficient to satisfy its compensation agreements and corporate needs. On this basis Triodos abstains on this resolution.	Abstain

- 4 Amend Stock Purchase Plan to increase the number of shares reserved for issuance** **For**
- The board is seeking shareholders' approval to amend the Employee Stock Purchase Plan, increasing the number of shares reserved for issuance from 1,900,000 to 2,900,000.
- The Plan in question is available to all employees of the Company or any of its participating subsidiaries. Awards have been capped at 3,000 shares of Common Stock on the last day of the Offering Period commencing on May 1 and ending on October 31 and 6,000 shares of Common Stock (less the number of shares purchased during the Offering Period ending on the immediately preceding October 31) on the last day of the Offering Period commencing on November 1 and ending on April 30. The issue of new shares would fall below 10% of issued share capital over a ten year period.
- It is considered that it is in the best interests of the company and its shareholders to provide employees with an opportunity to benefit from business success and increase their share ownership through payroll deductions. As the Plan is open to the majority of employees, at a purchase price of no less than 80% of the fair market value, Triodos supports this resolution.
- 5 Authorise the Board to effect a reverse stock split** **For**
- The Board is seeking shareholder's approval to effect a reverse stock split and proportionately reduce the number of authorized shares of common stock in connection with a reverse stock split. The Board has given a variety of reasons for this potential move, notably to spur on an increase in the market price for common stock and to attract a broader range of institutional and other investors. In addition, the Board believes that a reverse stock split will provide other benefits to shareholders including a reduction in administrative expenses including the listing fees paid to Nasdaq as the fees are based on the number of shares outstanding.
- Reverse stock-splits are considered to be a technical matter and raise no corporate governance concerns. The number of shares remaining will still be sufficient for most corporate purposes and the board has stated a range of reasons for why shareholders should approve the proposal. Triodos supports this proposal.

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Regulated by the Financial Conduct Authority
Version 2