



FuelCell Energy

FUELCELL ENERGY, INC.

Government Affairs Committee Charter

Purpose

The principle purpose of the Government Affairs Committee (the "Committee"), in its capacity as a committee of the Board of Directors, is two-fold: (1) to monitor and oversee the Company's government affairs strategy and initiatives, including federal and state legislative and regulatory proceedings, as well as the Company's ongoing relations with government agencies; and (2) to advise the Board of the Company on performance in this regard.

Structure and Membership

The Committee shall be comprised of not fewer than three members of the Board. Members of the Committee shall be appointed by the Board of Directors. Unless the Board of Directors elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. The compensation of Committee members shall be as determined by the Board of Directors. The Board of directors may remove any member of the Committee from such committee, with or without cause.

Authority and Responsibilities

The Committee has the following authority and responsibilities:

1. To provide oversight and guidance to management of the Company with respect to the Company's government affairs strategy and initiatives.
2. To ensure that the Company's government affairs activity reflects an honest and open communication with government and community decision-makers.
3. To inform the Board in a timely manner of significant government affairs issues and proceedings that could have an effect on the Company.
4. To brief the Board at least quarterly regarding the Company's performance of its government affairs activity.
5. To oversee the management by the Company of risks as they relate to the Company's compliance with requirements and other matters within the Committee's scope of responsibilities.
6. To carry out such other responsibilities as the Board may assign from time to time.

Procedures and Administration

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. A majority of the members of the Committee shall constitute a quorum. A quorum shall be required to take formal action of the Committee. The Committee shall keep such record of its meetings, as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Charter and recommend any proposed changes to the Board of Directors for approval.
5. Annual Self-Assessment. At least annually, the Committee shall evaluate its own performance. The committee will report the results of its self-evaluation to the Company's Nominating and Corporate Governance Committee who will share the findings with the full Board.

Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may engage, at the Company's expense, such independent counsel and other advisers, as it determines necessary to carry out its responsibilities with Board approval.

The Committee has sole authority to retain and terminate a consultant to assist the Committee in carrying out its responsibilities.