

PLUG POWER INC.

Related Person Transaction Approval Policy

October 10, 2006

Plug Power Inc. (“Plug Power”) may engage in transactions (collectively, “Related Person Transactions”) in which one or more of the following persons may have an interest: (i) its directors or executive officers, (ii) its director nominees, (iii) security holders known to Plug Power to beneficially own more than 5% of any class of Plug Power’s voting securities (“5% Stockholders”), or (iv) the immediate family members¹ of any of the persons listed in items (i) – (iii) (collectively, “Related Persons”). NASDAQ and SEC rules require certain Related Person Transactions² between Plug Power and the Related Persons to be approved by Plug Power’s Audit Committee and disclosed in certain of Plug Power’s filings with the Securities and Exchange Commission (“SEC”), including its proxy statements for its annual meetings. Additionally, Plug Power is required to disclose its policies and procedures for the review, approval or ratification of these Related Person Transactions in certain of its filings with the SEC. Set forth below are Plug Power’s policies and procedures for the review, approval and ratification of Related Person Transactions.

Obtaining Information Regarding Business Relationships of Related Persons

Promptly after the adoption of this policy, Plug Power will compile a list (the “Related Person List”) of: (a) all Related Persons and (b) all entities in which any Related Person is an employee, acts as a director or executive officer (or other comparable position) or maintains, directly or indirectly, a five percent (5%) or greater ownership interest and all persons or entities that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, any such entity, with control of an entity, for such purposes, meaning the ownership of a majority of the equity interests in that entity (the persons and entities referred to in this clause (b) being collectively referred to as, the “Related Person Affiliates”) ³. The Related Person List will be compiled initially based on the most recent questionnaires soliciting such information that were completed by the directors and executive officers prior to the adoption of this policy and publicly available information with respect to 5% Stockholders. Thereafter, the Related Person List will be updated promptly after any new Related Person Questionnaire is completed by a Related Person, any updated information regarding the identity

¹ For purposes of this policy, a person's immediate family shall include such person’s child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law or any other person (other than a tenant or employee) sharing the household of such person.

² In general, these include relationships and transactions involving over \$120,000 and in which any Related Person has a direct or indirect material interest.

³ As a result of their direct or indirect ownership of Plug Power’s class B capital stock, this policy assumes that the following entities, without limitation, are, by definition, “Related Person Affiliates”: Smart Hydrogen Inc.’s affiliates (collectively, “Interros”), including without limitation, ZAO Interros Holding Company and its affiliates, MMC Norilsk Nickel and its affiliates (including NIC-NEP) and other entities affiliated with the principals of ZAO Interros Holding Company.

of the Related Person Affiliates is provided to Plug Power or Plug Power becomes aware that any person has become or has ceased to be a 5% Stockholder. The Related Person List will also be updated annually, or more frequently, with respect to Related Person Affiliates of 5% Stockholders.

Prior to, and in connection with the preparation of the proxy statement for, each annual meeting of the stockholders of Plug Power, each director, executive officer and director nominee of Plug Power will be required to complete a questionnaire soliciting information regarding the identity of all Related Person Affiliates (a “Related Person Questionnaire”). Additionally, if at any point during the year (other than at the annual meeting of stockholders) a person is initially elected or appointed as an executive officer or director of Plug Power, such director or executive officer shall be required to complete a Related Person Questionnaire within ten (10) days of becoming a director or executive officer.

Each of Plug Power’s directors, executive officers and director nominees will be responsible for promptly notifying Plug Power of any changes in the identity of such person’s Related Person Affiliates that occurs or has occurred since that date such person most recently completed a Related Person Questionnaire.

The office of the General Counsel of Plug Power shall be responsible for administering the Related Person Questionnaire and creating and maintaining the Related Person List.

Identification of Related Person Transactions

The Related Person List (including all updates thereto) shall be made available, at the direction of the General Counsel, to the appropriate sales, marketing and operations employees and executives of Plug Power who are involved with and/or familiar with the transactions, contracts or other legal or business arrangements that Plug Power has entered into or proposes to enter into from time to time with third parties. Promptly following the initial preparation of the Related Person List or any future update to the Related Person List, appropriate personnel of Plug Power will cross-check against that list (or any new Related Persons or Related Person Affiliates added to that list) the parties involved in proposed or ongoing transactions, contracts or other legal or business arrangements with Plug Power. Additionally, prior to entering into any new transaction, contract or other legal or business arrangement, appropriate personnel of Plug Power will cross-check the parties involved in such new transaction, contract or other legal or business arrangement against the Related Person List. To the extent that it is determined that Plug Power has entered into or is proposing to enter into a transaction, contract or other legal or business arrangement (including any modification or addition to an existing contract or arrangement) with a Related Person or Related Person Affiliate, a representative of the office of the General Counsel of Plug Power should be notified as soon as possible.

All Proposed Related Person Transactions - General Counsel Approval

Whenever any transaction, contract or other legal or business arrangement (including any modification or addition to an existing contract or arrangement) is proposed in which Plug Power is a participant and a Related Person or Related Person Affiliate has an interest, the relevant

member of Plug Power's management must promptly brief Plug Power's General Counsel on the matter. Thereafter, Plug Power's management must keep the General Counsel updated on the progress of, and significant developments regarding, such matter.

Prior to Plug Power entering into any such transaction or arrangement, Plug Power's General Counsel, together with outside legal counsel, if necessary, will review the appropriate NASDAQ, SEC and other applicable rules and determine whether the contemplated transaction or arrangement requires the approval of the Board of Directors, the Audit Committee, both or neither. If such approval is required, the General Counsel and/or other member of Plug Power's senior management will inform the Chair of the Board and/or Audit Committee, as applicable. No transaction, contract or other legal or business arrangement with a Related Person or Related Person Affiliate may be entered into by any representative of Plug Power unless the General Counsel has either (i) specifically confirmed in writing that no further approvals are necessary or (ii) specifically confirmed in writing that all requisite corporate approvals necessary for such representative, on behalf of Plug Power, to enter into such transaction, contract or other legal or business arrangement have been obtained.

The office of the General Counsel shall be responsible for compiling a list of all Related Person Transactions, and the General Counsel, together with outside counsel, if necessary, will, after a review of the appropriate SEC rules, determine whether and to what extent, the Related Person Transactions identified are required to be disclosed in Plug Power's filings with the SEC.

Related Person Transactions Discovered After the Fact

If, for any reason, Plug Power enters into a transaction, contract or other legal or business arrangement or series of transactions or arrangements without recognizing that such transactions or arrangements constitute a Related Person Transaction, the General Counsel should be notified immediately upon such discovery. The General Counsel shall then follow the procedure described above to determine whether the Related Person Transaction requires the approval of the Board of Directors and/or the Audit Committee and, if so, to have such Related Person Transaction(s) considered by the Board of Directors and/or Audit Committee for ratification as necessary and, together with outside counsel, if necessary, to determine the appropriate disclosure, if any, of such Related Person Transaction(s) to be made to the SEC.

Certain Transactions with Related Persons - Board and Audit Committee Approval

In the event that a Related Person Transaction requires Board of Directors and/or Audit Committee approval, such Related Person Transaction will be presented to the Board and/or Audit Committee, as applicable, for approval at its next regular meeting or, if the timing of such Related Person Transaction requires more immediate action, at a special meeting called for the purpose. Appropriate materials regarding the proposed transaction or arrangement will be provided to Board and Committee members in advance consistent with Plug Power's usual practice. In the event that both Audit Committee and Board approval are required for a particular Related Person Transaction, in the first instance the Audit Committee will be asked to consider and vote on such Related Person Transaction. The Audit Committee would then make a recommendation on such Related Person Transaction to the full Board for its consideration. No

such Related Person Transaction, other than those that are pre-approved as described below, will be entered into without first obtaining the required approval from the Board and/or Audit Committee.

Plug Power and certain Related Persons or Related Person Affiliates may plan to engage in a series of similar transactions on substantially the same terms, such as multiple sales of Plug Power's GenCore, GenSys or other products to a Related Person. In such limited cases, it may be appropriate for the Board and/or Audit Committee, as applicable, to approve such multiple transactions in advance, with a range of acceptable terms specified in such approval. For example, such approval could cover sales of GenCore and GenSys units to a Related Person provided that such sales are on Plug Power's standard commercial terms and conditions. Whether advance approval is appropriate in a particular case will be determined by Plug Power's General Counsel, with assistance from outside counsel as necessary. Such transactions would be ratified by the Board and/or Audit Committee, as applicable, at their next regular meeting.

Recusal of Interested/Conflicted Directors

In the case of transactions between Plug Power and a Related Person or Related Person Affiliate, some or all of Plug Power's directors may have an interest in the transaction and/or may have duties that create a conflict of interest. This determination will be made by Plug Power's General Counsel, with assistance from outside legal counsel as necessary. In the event that a conflict of interest does exist, the Chair of the Board would request that the conflicted director recuse him or herself from the discussion and/or vote of the Board or Audit Committee on the transaction creating the conflict.