

PLUG POWER INC  
Form 10-Q  
May 10, 2016  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM                      TO

Commission File Number: 1-34392

PLUG POWER INC.

(Exact name of registrant as specified in its charter)

|                                                                   |                                            |
|-------------------------------------------------------------------|--------------------------------------------|
| Delaware                                                          | 22-3672377                                 |
| (State or Other Jurisdiction of<br>Incorporation or Organization) | (I.R.S. Employer<br>Identification Number) |

968 ALBANY SHAKER ROAD, LATHAM, NEW YORK 12110

(Address of Principal Executive Offices, including Zip Code)

(518) 782-7700

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes No

The number of shares of common stock, par value of \$.01 per share, outstanding as of May 10, 2016 was 180,265,759.

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## PART 1. FINANCIAL INFORMATION

## Item 1 — Interim Financial Statements (Unaudited)

## Plug Power Inc. and Subsidiaries

## Consolidated Balance Sheets

(In thousands, except share and per share amounts)

(Unaudited)

|                                                                                                        | March 31,<br>2016 | December<br>31,<br>2015 |
|--------------------------------------------------------------------------------------------------------|-------------------|-------------------------|
| Assets                                                                                                 |                   |                         |
| Current assets:                                                                                        |                   |                         |
| Cash and cash equivalents, see notes 1 and 7                                                           | \$ 66,882         | \$ 63,961               |
| Restricted cash                                                                                        | 4,012             | 4,012                   |
| Accounts receivable                                                                                    | 10,684            | 22,650                  |
| Inventory                                                                                              | 39,150            | 32,752                  |
| Prepaid expenses and other current assets                                                              | 9,738             | 7,855                   |
| Total current assets                                                                                   | 130,466           | 131,230                 |
| Restricted cash                                                                                        | 43,854            | 43,823                  |
| Property, plant, and equipment, net of accumulated depreciation of \$28,351 and \$27,970, respectively | 8,750             | 7,255                   |
| Leased property, net of accumulated depreciation of \$1,877 and \$1,700, respectively                  | 13,237            | 1,667                   |
| Note receivable                                                                                        | 367               | 383                     |
| Goodwill                                                                                               | 8,827             | 8,478                   |
| Intangible assets, net of accumulated amortization of \$626 and \$469, respectively                    | 4,656             | 4,644                   |
| Other assets                                                                                           | 12,012            | 11,976                  |
| Total assets                                                                                           | \$ 222,169        | \$ 209,456              |
| Liabilities, Redeemable Preferred Stock, and Stockholders' Equity                                      |                   |                         |
| Current liabilities:                                                                                   |                   |                         |
| Accounts payable                                                                                       | \$ 23,045         | \$ 20,455               |
| Accrued expenses                                                                                       | 9,968             | 9,852                   |
| Short-term borrowing                                                                                   | 23,961            | —                       |

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|                                                                                                                                                                                                                                           |             |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|
| Product warranty reserve                                                                                                                                                                                                                  | 486         | 406        |
| Accrual for loss contracts related to service                                                                                                                                                                                             | 3,400       | 4,100      |
| Deferred revenue                                                                                                                                                                                                                          | 3,947       | 4,468      |
| Finance obligations                                                                                                                                                                                                                       | 2,528       | 2,671      |
| Other current liabilities                                                                                                                                                                                                                 | 376         | 754        |
| Total current liabilities                                                                                                                                                                                                                 | 67,711      | 42,706     |
| Accrual for loss contracts related to service                                                                                                                                                                                             | 4,902       | 5,950      |
| Deferred revenue                                                                                                                                                                                                                          | 13,274      | 13,997     |
| Common stock warrant liability                                                                                                                                                                                                            | 4,317       | 5,735      |
| Finance obligations                                                                                                                                                                                                                       | 14,396      | 14,809     |
| Other liabilities                                                                                                                                                                                                                         | 385         | 370        |
| Total liabilities                                                                                                                                                                                                                         | 104,985     | 83,567     |
| Redeemable preferred stock                                                                                                                                                                                                                |             |            |
| Series C redeemable convertible preferred stock, \$0.01 par value per share<br>(aggregate involuntary liquidation preference \$16,664) 10,431 shares authorized;<br>Issued and outstanding: 5,231 at March 31, 2016 and December 31, 2015 | 1,153       | 1,153      |
| Stockholders' equity:                                                                                                                                                                                                                     |             |            |
| Common stock, \$0.01 par value per share; 450,000,000 shares authorized; Issued<br>(including shares in treasury): 180,720,285 at March 31, 2016 and 180,567,444 at<br>December 31, 2015                                                  | 1,807       | 1,806      |
| Additional paid-in capital                                                                                                                                                                                                                | 1,121,408   | 1,118,917  |
| Accumulated other comprehensive income                                                                                                                                                                                                    | 1,381       | 798        |
| Accumulated deficit                                                                                                                                                                                                                       | (1,005,656) | (993,876)  |
| Less common stock in treasury: 479,953 at March 31, 2016 and December 31,<br>2015                                                                                                                                                         | (2,909)     | (2,909)    |
| Total stockholders' equity                                                                                                                                                                                                                | 116,031     | 124,736    |
| Total liabilities, redeemable preferred stock, and stockholders' equity                                                                                                                                                                   | \$ 222,169  | \$ 209,456 |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

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Plug Power Inc. and Subsidiaries

Consolidated Statements of Operations

(In thousands, except share and per share amounts)

(Unaudited)

|                                                                    | Three Months Ended<br>March 31, |             |
|--------------------------------------------------------------------|---------------------------------|-------------|
|                                                                    | 2016                            | 2015        |
| Revenue:                                                           |                                 |             |
| Sales of fuel cell systems and related infrastructure              | \$ 5,218                        | \$ 5,090    |
| Services performed on fuel cell systems and related infrastructure | 5,273                           | 2,645       |
| Power Purchase Agreements                                          | 2,706                           | 977         |
| Fuel delivered to customers                                        | 2,010                           | 659         |
| Other                                                              | 125                             | 45          |
| Total revenue                                                      | 15,332                          | 9,416       |
| Cost of revenue:                                                   |                                 |             |
| Sales of fuel cell systems and related infrastructure              | 3,898                           | 5,079       |
| Services performed on fuel cell systems and related infrastructure | 5,783                           | 4,770       |
| Power Purchase Agreements                                          | 2,881                           | 751         |
| Fuel delivered to customers                                        | 2,411                           | 876         |
| Other                                                              | 189                             | 51          |
| Total cost of revenue                                              | 15,162                          | 11,527      |
| Gross profit (loss)                                                | 170                             | (2,111)     |
| Operating expenses:                                                |                                 |             |
| Research and development                                           | 4,830                           | 2,901       |
| Selling, general and administrative                                | 8,290                           | 7,749       |
| Total operating expenses                                           | 13,120                          | 10,650      |
| Operating loss                                                     | (12,950)                        | (12,761)    |
| Interest and other income                                          | 87                              | 31          |
| Change in fair value of common stock warrant liability             | 1,278                           | 1,769       |
| Interest and other expense                                         | (561)                           | (90)        |
| Loss before income taxes                                           | \$ (12,146)                     | \$ (11,051) |

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|                                                      |             |             |
|------------------------------------------------------|-------------|-------------|
| Income tax benefit                                   | 392         | —           |
| Net loss attributable to the Company                 | \$ (11,754) | \$ (11,051) |
| Preferred stock dividends declared                   | (26)        | (26)        |
| Net loss attributable to common shareholders         | \$ (11,780) | \$ (11,077) |
| Net loss per share:                                  |             |             |
| Basic and diluted                                    | \$ (0.07)   | \$ (0.06)   |
| Weighted average number of common shares outstanding | 180,125,763 | 173,365,830 |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

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Plug Power Inc. and Subsidiaries

Consolidated Statements of Comprehensive Loss

(In thousands)

(Unaudited)

|                                                                      | Three months ended |             |
|----------------------------------------------------------------------|--------------------|-------------|
|                                                                      | March 31,          |             |
|                                                                      | 2016               | 2015        |
| Net loss attributable to the Company                                 | \$ (11,754)        | \$ (11,051) |
| Other comprehensive income - foreign currency translation adjustment | 583                | —           |
| Comprehensive loss                                                   | \$ (11,171)        | \$ (11,051) |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

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## Plug Power Inc. and Subsidiaries

## Consolidated Statement of Stockholders' Equity

(In thousands, except share amounts)

(Unaudited)

|                                            | Common Stock<br>Shares | Amount | Additional<br>Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Income | Treasury Stock<br>Shares | Amount  | Accumulated<br>Deficit | Total<br>Stockholders'<br>Equity |
|--------------------------------------------|------------------------|--------|----------------------------------|-------------------------------------------------|--------------------------|---------|------------------------|----------------------------------|
| December 31,<br>2015                       | 180,567,444            | 1,806  | 1,118,917                        | 798                                             | 479,953                  | (2,909) | (993,876)              | 124,736                          |
| Net loss<br>attributable to<br>the Company | —                      | —      | —                                | —                                               | —                        | —       | (11,754)               | (11,754)                         |
| Other<br>comprehensive<br>income           | —                      | —      | —                                | 583                                             | —                        | —       | —                      | 583                              |
| Stock-based<br>compensation                | 21,547                 | —      | 2,217                            | —                                               | —                        | —       | —                      | 2,217                            |
| Stock dividend                             | 13,015                 | —      | 26                               | —                                               | —                        | —       | (26)                   | —                                |
| Exercise of<br>warrants                    | 118,279                | 1      | 248                              | —                                               | —                        | —       | —                      | 249                              |
| March 31, 2016                             | 180,720,285            | 1,807  | 1,121,408                        | 1,381                                           | 479,953                  | (2,909) | (1,005,656)            | 116,031                          |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

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Plug Power Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(In thousands)

(Unaudited)

|                                                                                    | Three months ended<br>March 31, |             |
|------------------------------------------------------------------------------------|---------------------------------|-------------|
|                                                                                    | 2016                            | 2015        |
| Cash Flows From Operating Activities:                                              |                                 |             |
| Net loss attributable to the Company                                               | \$ (11,754)                     | \$ (11,051) |
| Adjustments to reconcile net loss to net cash used in operating activities:        |                                 |             |
| Depreciation of property, plant and equipment, and leased property                 | 571                             | 475         |
| Amortization of intangible assets                                                  | 145                             | 608         |
| Stock-based compensation                                                           | 2,217                           | 1,697       |
| Change in fair value of common stock warrant liability                             | (1,278)                         | (1,769)     |
| Changes in operating assets and liabilities that provide (use) cash:               |                                 |             |
| Accounts receivable                                                                | 11,966                          | 8,324       |
| Inventory                                                                          | (6,398)                         | (7,357)     |
| Prepaid expenses and other assets                                                  | (1,832)                         | (902)       |
| Note receivable                                                                    | 16                              | 16          |
| Accounts payable, accrued expenses, product warranty reserve and other liabilities | 2,423                           | (3,160)     |
| Accrual for loss contracts related to service                                      | (1,748)                         | —           |
| Deferred revenue                                                                   | (1,244)                         | (526)       |
| Net cash used in operating activities                                              | (6,916)                         | (13,645)    |
| Cash Flows From Investing Activities:                                              |                                 |             |
| Purchases of property, plant and equipment                                         | (1,889)                         | (229)       |
| Purchases for construction of leased assets                                        | (11,747)                        | —           |
| Net cash used in investing activities                                              | (13,636)                        | (229)       |
| Cash Flows From Financing Activities:                                              |                                 |             |
| Change in restricted cash                                                          | (31)                            | (718)       |
| Proceeds from exercise of warrants                                                 | 109                             | —           |
| Proceeds from exercise of stock options                                            | —                               | 133         |
| Proceeds from short-term borrowing, net of transaction costs                       | 23,874                          | —           |
| Principal payments on finance obligations                                          | (556)                           | —           |
| Principal payments on obligations under capital lease                              | —                               | (209)       |
| Net cash provided by (used in) financing activities                                | 23,396                          | (794)       |
| Effect of exchange rate changes on cash                                            | 77                              | —           |
| Increase (decrease) in cash and cash equivalents                                   | 2,921                           | (14,668)    |
| Cash and cash equivalents, beginning of period                                     | 63,961                          | 146,205     |

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|                                           |           |            |
|-------------------------------------------|-----------|------------|
| Cash and cash equivalents, end of period  | \$ 66,882 | \$ 131,537 |
| Other Supplemental Cash Flow Information: |           |            |
| Cash paid for interest                    | \$ 232    | \$ 91      |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

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Notes to Interim Consolidated Financial Statements (Unaudited)

1. Nature of Operations

Description of Business

Plug Power Inc., or the Company, is a leading provider of alternative energy technology focused on the design, development, commercialization and manufacture of hydrogen fuel cell systems used primarily for the material handling and stationary power market.

We are focused on proton exchange membrane, or PEM, fuel cell and fuel processing technologies, fuel cell/battery hybrid technologies, and associated hydrogen storage and dispensing infrastructure from which multiple products are available. A fuel cell is an electrochemical device that combines hydrogen and oxygen to produce electricity and heat without combustion. Hydrogen is derived from hydrocarbon fuels such as liquid petroleum gas, or LPG, natural gas, propane, methanol, ethanol, gasoline or biofuels. Plug Power develops complete hydrogen delivery, storage and refueling solutions for customer locations. Hydrogen can also be obtained from the electrolysis of water, or produced on-site at consumer locations through a process known as reformation. Currently the Company obtains hydrogen by purchasing it from fuel suppliers.

We provide and continue to develop fuel cell product solutions to replace lead-acid batteries in material handling vehicles and industrial trucks for some of the world's largest distribution and manufacturing businesses. We are focusing our efforts on material handling applications (forklifts) at multi-shift high volume manufacturing and high throughput distribution sites where our products and services provide a unique combination of productivity, flexibility and environmental benefits. Our current product line includes: GenDrive, our hydrogen fueled PEM fuel cell system providing power to material handling vehicles; GenFuel, our hydrogen fueling delivery system; GenCare, our ongoing maintenance program for both the GenDrive fuel cells and GenFuel products; GenSure (formerly ReliOn), our stationary fuel cell solution providing scalable, modular PEM fuel cell power to support the backup and grid-support power requirements of the telecommunications, transportation, and utility sectors; and GenKey, our turn-key solution combining either GenDrive or GenSure with GenFuel and GenCare, offering complete simplicity to customers transitioning to fuel cell power; and GenFund, a collaboration with leasing organizations to provide cost efficient and seamless financing solutions to customers.

We provide our products worldwide, with a primary focus on North America, through our direct product sales force, and by leveraging relationships with original equipment manufacturers, or OEMs, and their dealer networks.

We were organized as a corporation in the State of Delaware on June 27, 1997.

Unless the context indicates otherwise, the terms "Company," "Plug Power," "we," "our" or "us" as used herein refers to Plug Power Inc. and its subsidiaries.

## Liquidity

Our cash requirements relate primarily to working capital needed to operate and grow our business, including funding operating expenses, growth in inventory to support both shipments of new units and servicing the installed base, growth in equipment leased to customers under long-term arrangements, funding the growth in our GenKey “turn-key” solution, which includes the installation of our customer’s hydrogen infrastructure as well as delivery of the hydrogen fuel, continued development and expansion of our products, and the repayment or refinancing of our short-term borrowing. Our ability to achieve profitability and meet future liquidity needs and capital requirements will depend upon numerous factors, including the timing and quantity of product orders and shipments; attaining positive gross margins; the timing and amount of our operating expenses; the timing and costs of working capital needs; the timing and costs of building a sales base; the ability of our customers to obtain financing to support commercial transactions; our ability to obtain financing arrangements to support the sale or leasing of our products and services to customers, including financing arrangements to repay or refinance our short-term borrowing, and the terms of such agreements that may require us to pledge or restrict

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substantial amounts of our cash to support these financing arrangements; the timing and costs of developing marketing and distribution channels; the timing and costs of product service requirements; the timing and costs of hiring and training product staff; the extent to which our products gain market acceptance; the timing and costs of product development and introductions; the extent of our ongoing and new research and development programs; and changes in our strategy or our planned activities. If we are unable to fund our operations with positive cash flows and cannot obtain external financing, we may not be able to sustain future operations. As a result, we may be required to delay, reduce and/or cease our operations and/or seek bankruptcy protection.

We have experienced and continue to experience negative cash flows from operations and net losses. The Company incurred net losses attributable to common shareholders of \$11.8 million for the three months ended March 31, 2016 and \$55.8 million, \$88.6 million and \$62.8 million for the years ended December 31, 2015, 2014, and 2013, respectively, and has an accumulated deficit of \$1.0 billion at March 31, 2016.

During the three months ended March 31, 2016, cash used in operating activities was \$6.9 million, consisting primarily of a net loss attributable to the Company of \$11.8 million, offset by the impact of noncash charges/gains and net inflows from fluctuations in working capital and other assets and liabilities of \$3.2 million. The changes in working capital primarily were related to collections of accounts receivable offset by an investment in inventory procured to meet our backlog requirements. As of March 31, 2016, we had cash and cash equivalents of \$66.9 million and net working capital of \$62.8 million. By comparison, at December 31, 2015, we had cash and cash equivalents of \$64.0 million and net working capital of \$88.5 million. Additionally, a portion of the cash and cash equivalents on hand at March 31, 2016, is required to be maintained at all times under a covenant requirement associated with the Company's secured term loan facility that requires a minimum unencumbered cash and cash equivalents balance equal to or greater than the outstanding principal balance (\$25.0 million at March 31, 2016).

Net cash used in investing activities for the three months ended March 31, 2016 included purchases of property, plant and equipment and outflows associated with materials, labor, and overhead necessary to construct new leased assets of \$11.7 million. Cash outflows related to equipment that we sell and equipment we lease directly to customers are included in net cash used in operating activities and net cash used in investing activities, respectively. Net cash provided by financing activities for the three months ended March 31, 2016 primarily resulted from borrowings against a short-term secured term loan facility, as described in note 7. The secured term loan facility has events of default, including a material adverse change clause that is at the sole discretion of the lender.

During 2014 and 2015, the Company signed sale/leaseback agreements with the Company's primary financial institution (M&T Bank or the Bank) to facilitate the Company's commercial transactions with key customers. These agreements represent the sale of the Company's fuel cell systems, hydrogen infrastructure and agreements to provide related extended maintenance to the Bank. The Company then leased the fuel cell systems and hydrogen infrastructure back from the Bank and operates them at customer locations to fulfill Power Purchase Agreements (PPAs). In connection with these operating leases, the Bank requires the Company to maintain cash balances in restricted accounts securing its lease obligations to the Bank. Cash added to these restricted accounts was \$14.2 million during 2015. No additional cash was added during the three months ended March 31, 2016, other than interest earned on restricted cash balances. Cash received from customers under the PPAs is used to make lease payments to

the Bank. As the Company performs under these agreements, the required restricted cash balances are released, according to a set schedule. At March 31, 2016, the Company had seven PPA deployments related to these sale/leaseback agreements. At March 31, 2016, the total remaining lease payments to the Bank under these agreements were \$24.9 million and have been secured with restricted cash and pledged service escrows. Cash associated with sales of future revenues is required to be recorded as financing obligations on the consolidated balance sheets and accordingly represents a financing cash inflow.

The master lease agreement with the Bank requires the Company to maintain a minimum of \$50 million of unrestricted cash. As mentioned above, the Company's remaining contractual lease payments to the Bank are fully secured through a combination of restricted cash and pledges on funds escrowed for future service by the Company. The covenant is maintained in association with the residual exposure of the Bank, which stems from tax benefits taken by the Bank that could be recaptured should the underlying assets not be deployed for five years. This residual exposure at March 31, 2016 amounted to approximately \$12.1 million, and the exposure decreases with the passage of time. In the event that the

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Company's unrestricted cash balance falls below \$50 million, the Company is entitled to cure the failure by providing additional restricted cash to secure the outstanding residual tax exposure of the Bank at that time.

In addition to the financing activities described above, we have historically funded our operations primarily through public and private offerings of common and preferred stock. The Company believes that its current working capital and cash anticipated to be generated from future operations, as well as various sources of capital from project financing platforms with various third parties that are currently being evaluated, will provide sufficient liquidity to fund operations for at least the next twelve months. This projection is based on our current expectations regarding new project financing and product sales and service, cost structure, cash burn rate and other operating assumptions.

## 2. Summary of Significant Accounting Policies

### Principles of Consolidation

The accompanying unaudited interim consolidated financial statements include the financial statements of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

### Interim Financial Statements

The accompanying unaudited interim consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). In the opinion of management, all adjustments, which consist solely of normal recurring adjustments, necessary to present fairly, in accordance with U.S. generally accepted accounting principles (GAAP), the financial position, results of operations and cash flows for all periods presented, have been made. The results of operations for the interim periods presented are not necessarily indicative of the results that may be expected for the full year.

Certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted. These unaudited interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K, filed for the fiscal year ended December 31, 2015.

The information presented in the accompanying consolidated balance sheet as of December 31, 2015 has been derived from the Company's December 31, 2015 audited consolidated financial statements. All other information has been derived from the unaudited interim consolidated financial statements of the Company.

## Revenue Recognition

The Company recognizes revenue under arrangements for products and services, which may include the sale of products and related services, including revenue from installation, service and maintenance, spare parts, hydrogen fueling services (which may include hydrogen supply as well as hydrogen fueling infrastructure) and leased units. The Company also recognizes revenue under research and development contracts, which are primarily cost reimbursement contracts associated with the development of PEM fuel cell technology.

## Products and Services

The Company enters into revenue arrangements that may contain a combination of fuel cell systems and equipment, installation, service, maintenance, spare parts, and other support services. Revenue arrangements containing fuel cell systems and equipment may be sold, or leased to customers. For these multiple deliverable arrangements, the Company accounts for each separate deliverable as a separate unit of accounting if the delivered item or items have value to the customer on a standalone basis. The Company considers a deliverable to have standalone value if the item is sold separately by us or another entity or if the item could be resold by the customer. The Company allocates revenue to each separate deliverable based on its relative selling price. For a majority of our deliverables, the Company determines relative selling prices using its best estimate of the selling price since vendor-specific objective evidence and third-party evidence is

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generally not available for the deliverables involved in its revenue arrangements due to a lack of a competitive environment in selling fuel cell technology. When determining estimated selling prices, the Company considers the cost to produce the deliverable, a reasonable gross margin on that deliverable, the selling price and profit margin for similar products and services, the Company's ongoing pricing strategy and policies, the value of any enhancements that have been built into the deliverable and the characteristics of the varying markets in which the deliverable is sold, as applicable. The Company determines estimated selling prices for deliverables in its arrangements based on the specific facts and circumstances of each arrangement and analyzes the estimated selling prices used for its allocation of consideration of each arrangement.

Once relative selling prices are determined, the Company proportionately allocates the sale consideration to each element of the arrangement. The allocated sales consideration related to fuel cell systems and equipment, spare parts, and hydrogen infrastructure is recognized as revenue at shipment if title and risk of loss have passed to the customer, there is persuasive evidence of an arrangement, the sales price is fixed or determinable, collection of the related receivable is reasonably assured, and customer acceptance criteria, if any, have been successfully demonstrated. The allocated sales consideration related to service and maintenance is generally recognized as revenue on a straight-line basis over the term of the contract, as appropriate.

With respect to sales of consigned spare parts, the Company does not recognize revenue until the risks and rewards of ownership have transferred, the price is fixed, and the Company has a reasonable expectation of collection upon billing.

For those customers who do not purchase an extended maintenance contract, the Company does not include a right of return on its products other than rights related to standard warranty provisions that permit repair or replacement of defective goods. The Company accrues for anticipated standard warranty costs at the same time that revenue is recognized for the related product. Only a limited number of fuel cell units are under standard warranty.

In a vast majority of its commercial transactions, the Company sells extended maintenance contracts that generally provide for a five to ten year warranty from the date of product installation. These types of contracts are accounted for as a separate deliverable, and accordingly, revenue generated from these transactions is deferred and recognized in income over the warranty period, generally on a straight-line basis. Additionally, the Company may enter into annual service and extended maintenance contracts that are billed monthly. Revenue generated from these transactions is recognized in income on a straight-line basis over the term of the contract. Costs are recognized as incurred over the term of the contract. When costs are projected to exceed revenues on the life of the contract, an accrual for loss contracts is recorded. Costs are estimated based upon historical experience, contractual agreements and the estimated impact of the Company's cost reduction initiatives. The actual results may differ from these estimates.

The Company is a party to PPAs with certain key customers, such as Walmart. Revenue associated with these agreements are treated as rental income and recognized on a straight-line basis over the life of the agreements. The Company also has rental expense associated with sale/leaseback agreements with financial institutions that were

entered into commensurate with the PPAs. Rental expense is also recognized on a straight-line basis over the life of the agreements and is characterized as cost of PPA revenue on the accompanying unaudited interim consolidated statement of operations.

The Company purchases hydrogen fuel from suppliers and sells to its customers upon delivery. Revenue and cost of revenue related to this fuel is recorded as dispensed and delivered, respectively, and are included in the respective “Fuel delivered to customers” lines on the unaudited interim consolidated statements of operations.

#### Research and Development Contracts

Contract accounting is used for research and development contract revenue. The Company generally shares in the cost of these programs with cost sharing percentages ranging from 30% to 50% of total project costs. Revenue from time and material contracts is recognized on the basis of hours expended plus other reimbursable contract costs incurred during the period and is included within the “other” revenue line on the unaudited interim consolidated statement of operations. All allowable work performed through the end of each calendar quarter is billed, subject to limitations in the respective contracts. We expect to continue research and development contract work that is directly related to our current product development efforts.

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### Sale/leaseback transactions

The Company provides its products and services to certain customers in the form of a PPA that generally expire in six years. For these specific transactions, the Company will complete a sale/leaseback for the related assets to a financial institution for similar terms. The Company accounts for sale/leaseback transactions as operating leases in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Subtopic 840-40, Leases – Sale/Leaseback Transactions.

### Cash Equivalents

For purposes of the unaudited interim consolidated statements of cash flows, the Company considers all highly-liquid debt instruments with original maturities of three months or less to be cash equivalents. At March 31, 2016 and December 31, 2015, cash equivalents consist of money market accounts. The Company's cash and cash equivalents are deposited with financial institutions primarily located in the U.S. and may at times exceed insured limits.

### Common Stock Warrant Accounting

The Company accounts for common stock warrants in accordance with applicable accounting guidance provided in ASC Subtopic 815-40, Derivatives and Hedging – Contracts in Entity's Own Equity, as either derivative liabilities or as equity instruments depending on the specific terms of the warrant agreement. In compliance with applicable securities law, registered common stock warrants that require the issuance of registered shares upon exercise and do not sufficiently preclude an implied right to cash settlement are accounted for as derivative liabilities. We currently classify these derivative warrant liabilities on the accompanying unaudited interim consolidated balance sheets as a long-term liability, which is revalued at each balance sheet date subsequent to the initial issuance using the Black-Scholes pricing model. The Black-Scholes pricing model, which is based, in part, upon unobservable inputs for which there is little or no market data, requires the Company to develop its own assumptions. Changes in the fair value of the warrants are reflected in the accompanying unaudited interim consolidated statements of operations as change in fair value of common stock warrant liability.

### Use of Estimates

The unaudited interim consolidated financial statements of the Company have been prepared in conformity with U.S. generally accepted accounting principles, which require management to make estimates and assumptions that affect

the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Reclassifications

Reclassifications are made, whenever necessary, to prior period financial statements to conform to the current period presentation. These reclassifications did not have a net impact the results of operations or net cash flows in the periods presented.

#### Recent Accounting Pronouncements

In March 2016, an accounting update was issued to simplify various aspects related to how share-based payments are accounted for and presented. This accounting update is effective for annual periods beginning after December 15, 2016 and interim periods within those years. Early adoption is permitted in any interim or annual period, with any adjustments reflected as of the beginning of the fiscal year of adoption. The Company is evaluating the impact this update will have on the consolidated financial statements.

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In February 2016, an accounting update was issued which requires balance sheet recognition for operating leases, among other changes to previous lease guidance. This accounting update is effective for fiscal years beginning after December 15, 2018. The Company is evaluating the impact this update will have on the consolidated financial statements.

In July 2015, an accounting update was issued that changes inventory measurement from lower of cost or market to lower of cost and net realizable value. The new standard applies to inventory measured at first-in, first-out (FIFO). This accounting update is effective for the annual reporting periods beginning after December 15, 2016, and interim periods within those years. The Company does not expect the adoption of this update to have a significant effect on the consolidated financial statements.

In August 2014, an accounting update was issued relating to how management assesses conditions and events that could raise substantial doubt about an entity's ability to continue as a going concern. This accounting update is effective for reporting periods ending after December 15, 2016, and for annual and interim periods thereafter. The Company does not expect the adoption of this update to have a significant effect on the consolidated financial statements.

In June 2014, an accounting update was issued that replaces the existing revenue recognition framework regarding contracts with customers. In July 2015, the Financial Accounting Standards Board (FASB) announced a one year delay in the required adoption date from January 1, 2017 to January 1, 2018. The Company is evaluating the effect this update will have on the consolidated financial statements and has not yet selected a transition method.

### 3. Acquisition of HyPulsion

On July 24, 2015, the Company entered into a Share Purchase Agreement with Axane, pursuant to which on July 31, 2015, the Company (through a wholly-owned subsidiary) acquired Axane's 80% equity interest in HyPulsion for \$11.5 million, payable in shares of its common stock. In connection with the aforementioned agreement, the Company initially issued 4,781,250 shares of its common stock at closing. On August 26, 2015, the Company subsequently issued an additional 1,613,289 shares of common stock pursuant to a post-closing true-up provision, which was liability classified contingent consideration.

The Company acquired all of the net assets of HyPulsion, with the excess of the purchase price over net assets attributed to goodwill. Goodwill associated with the acquisition represents expanded access to the European markets related to the sale of fuel cell technology for material handling equipment. Changes in goodwill between the acquisition date and March 31, 2016 are attributed to foreign currency translation.

### 4. Earnings Per Share

The following table provides the components of the calculations of basic and diluted earnings per share (in thousands, except share amounts):

|                                                      | Three months ended |                   |
|------------------------------------------------------|--------------------|-------------------|
|                                                      | March 31,<br>2016  | March 31,<br>2015 |
| Numerator:                                           |                    |                   |
| Net loss attributable to common shareholders         | \$ (11,780)        | \$ (11,077)       |
| Denominator:                                         |                    |                   |
| Weighted average number of common shares outstanding | 180,125,763        | 173,365,830       |

When the Company is in a net loss position, all common stock equivalents would be considered to be anti-dilutive and are, therefore, not included in the determination of diluted earnings per share.

The potential dilutive common shares are summarized as follows:

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|                                            | At March 31, |            |
|--------------------------------------------|--------------|------------|
|                                            | 2016         | 2015       |
| Stock options outstanding (1)              | 11,693,286   | 8,191,928  |
| Restricted stock outstanding               | 204,444      | 395,558    |
| Common stock warrants (2)                  | 4,074,288    | 4,219,442  |
| Preferred stock (3)                        | 5,554,594    | 5,554,594  |
| Number of dilutive potential common shares | 21,526,612   | 18,361,522 |

- (1) During the three months ended March 31, 2016 and 2015, the Company granted 15,000 and 210,000 stock options, respectively.
- (2) In May 2011, the Company issued 7,128,563 warrants as part of an underwritten public offering. As a result of additional public offerings, and pursuant to the effect of the anti-dilution provisions of these warrants, the number of warrants increased to 22,995,365. Of these warrants issued in May 2011, 74,188 and 219,342 were unexercised as of March 31, 2016 and 2015, respectively. In February 2013, the Company issued 23,637,500 warrants as part of an underwritten public offering. Of these warrants issued in February 2013, 100 were unexercised as of March 31, 2016 and 2015. In January 2014, the Company issued 4,000,000 warrants as part of an underwritten public offering. Of these warrants issued in January 2014, none have been exercised as of March 31, 2016 and 2015. All warrants have anti-dilution provisions.
- (3) The preferred stock amount represents the dilutive potential common shares of the Series C redeemable convertible preferred stock issued on May 16, 2013, based on the conversion price of the preferred stock as of March 31, 2016. Of the 10,431 preferred shares issued in May 2013, 5,200 had been converted to common stock as of March 31, 2016.

## 5. Inventory

Inventory as of March 31, 2016 and December 31, 2015 consists of the following (in thousands):

|                            | March<br>31, 2016 | December<br>31, 2015 |
|----------------------------|-------------------|----------------------|
| Raw materials and supplies | \$ 26,708         | \$ 23,705            |
| Work-in-process            | 8,589             | 5,567                |
| Finished goods             | 3,853             | 3,480                |
|                            | \$ 39,150         | \$ 32,752            |

## 6. Leased Property

Leased property at March 31, 2016 and December 31, 2015 consists of the following (in thousands):

|                                          | March<br>31, 2016 | December<br>31, 2015 |
|------------------------------------------|-------------------|----------------------|
| Leased property under capital lease      | \$ 15,114         | \$ 3,367             |
| Less: accumulated depreciation           | (1,877)           | (1,700)              |
| Leased property under capital lease, net | \$ 13,237         | \$ 1,667             |

## 7. Short-Term Borrowing

On March 2, 2016, the Company, together with its subsidiaries Emerging Power Inc. and Emergent Power Inc. (Loan Parties), entered into a Loan Agreement with Generate Lending, LLC (Lender). The Loan Agreement, among other things, provides for a \$30 million secured term loan facility (the Term Loan Facility). Advances under the Term Loan Facility bear interest at the rate of 12.0% per annum, subject to compliance with financial covenants and other conditions. The term of the Loan Agreement is one year, ending March 2, 2017 (Maturity Date).

Pursuant to the Loan Agreement, \$25.0 million of the Term Loan Facility was drawn upon during the three

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months ended March 31, 2016. Availability of the remaining \$5 million of the Term Loan Facility is subject to the Lender's discretion. Interest is payable on a monthly basis and the entire then outstanding principal balance of the Term Loan Facility, together with all accrued and unpaid interest, is due and payable on the Maturity Date. The Term Loan Facility is effectively an advance on project financing the Lender intends to provide. Accordingly, as per the Loan Agreement, as projects are financed, the proceeds will be used to repay the Term Loan Facility. On and after October 1, 2016, as and when the Company receives net proceeds from certain restricted cash accounts securing the financing of customer PPAs, the Company is required to prepay the outstanding principal balance of the Term Loan Facility with such net proceeds.

All obligations under the Loan Agreement are unconditionally guaranteed by the Company's subsidiaries, Emerging Power Inc. and Emergent Power Inc. The Term Loan Facility is secured by substantially all of the Loan Parties' assets, including all intellectual property, all securities in domestic subsidiaries and 65% of the securities in foreign subsidiaries, subject to certain exceptions and exclusions.

The Loan Agreement has financial covenants that require the Company to maintain at all times minimum unencumbered cash and cash equivalents equal or greater than the then outstanding principal balance of the Term Loan Facility. The financial covenants also require the Company to maintain at all times, on a consolidated basis for the Loan Parties and their subsidiaries, an amount of current assets minus current liabilities (excluding amounts owing under the Term Loan Facility) equal to or greater than 200% of the then outstanding principal balance under the Term Loan Facility.

The Loan Agreement contains customary affirmative covenants for transactions of this type and other affirmative covenants agreed to by the parties, including, among others, the provision of annual and quarterly financial statements and compliance certificates, maintenance of property, insurance, compliance with laws and environmental matters. The Loan Agreement also provides that each of the Loan Parties will direct proceeds from certain project finance arrangements to a controlled account subject to a first lien security interest by the Lender. The Loan Agreement contains customary negative covenants, including, among others, restrictions on the incurrence of indebtedness, granting of liens, making acquisitions, making loans, dissolving, entering into leases (other than sale/leaseback transactions) and asset sales. The Loan Agreement also provides for a number of customary events of default, including, among others, payment, bankruptcy, covenant, representation and warranty, change of control, judgment and material adverse effect defaults.

8. Accrual for Loss Contracts Related to Service

In the fourth quarter of 2015, the Company projected estimated service costs related to extended maintenance contracts and determined that certain loss contracts existed and recorded a provision for loss contracts related to service. No additional provision was recorded during the three months ended March 31, 2016. The following table summarizes activity related to the accrual for loss contracts related to service during the three months ended March 31, 2016 (in thousands):

|                                     |           |
|-------------------------------------|-----------|
| Beginning balance - January 1, 2016 | \$ 10,050 |
| Reductions for losses realized      | (1,748)   |
| Ending balance - March 31, 2016     | \$ 8,302  |

#### 9. Income Taxes

The deferred tax asset generated from our net operating loss has been offset by a full valuation allowance because it is more likely than not that the tax benefits of the net operating loss carry forward will not be realized. The Company also recognizes accrued interest and penalties related to unrecognized tax benefits as a component of income tax expense.

During the three months ended March 31, 2016, the Company released its liability for unrecognized tax benefits of \$392 thousand, as the related statute of limitations has expired.

#### 10. Fair Value Measurements

The Company's common stock warrant liability represents the only financial instrument measured at fair value on a

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recurring basis in the consolidated balance sheets. The fair value measurement is determined by using Level 3 inputs due to the lack of active and observable markets that can be used to price identical assets. Level 3 inputs are unobservable inputs and should be used to determine fair value only when observable inputs are not available. Unobservable inputs should be developed based on the best information available in the circumstances, which might include internally generated data and assumptions being used to price the asset or liability.

Fair value of the common stock warrant liability is based on the Black-Scholes pricing model which is based, in part, upon unobservable inputs for which there is little or no market data, requiring the Company to develop its own assumptions. The Company used the following assumptions for its common stock warrants:

|                         | March 31, 2016 |              | March 31, 2015 |             |
|-------------------------|----------------|--------------|----------------|-------------|
| Risk-free interest rate | 0.30           | % - 1.04 %   | 0.25           | % - 1.27 %  |
| Volatility              | 56.47          | % - 108.92 % | 107.98         | % - 129.6 % |
| Expected average term   | 0.17           | - 2.79       | 1.17           | - 3.80      |

There was no expected dividend yield for the warrants granted. If factors change and different assumptions are used, the warrant liability and the change in estimated fair value could be materially different. Generally, as the market price of our common stock increases, the fair value of the warrant increases, and conversely, as the market price of our common stock decreases, the fair value of the warrant decreases. Also, a significant increase in the volatility of the market price of the Company's common stock, in isolation, would result in a significantly higher fair value measurement; and a significant decrease in volatility would result in a significantly lower fair value measurement.

The following table shows reconciliations of the beginning and ending balances for the common stock warrant liability (in thousands):

|                                               | Three months ended |          |
|-----------------------------------------------|--------------------|----------|
|                                               | March              | March    |
|                                               | 31, 2016           | 31, 2015 |
| Common stock warrant liability                |                    |          |
| Beginning of period                           | \$ 5,735           | \$ 9,418 |
| Change in fair value of common stock warrants | (1,278)            | (1,768)  |
| Exercise of common stock warrants             | (140)              | —        |
| End of period                                 | \$ 4,317           | \$ 7,650 |

## 11. Commitments and Contingencies

## Operating Leases

As of March 31, 2016 and December 31, 2015, the Company has several non-cancelable operating leases (as lessor and as lessee), primarily associated with sale/leaseback transactions that are partially secured by restricted cash (see also note 1) as summarized below. These leases expire over the next six years. Minimum rent payments under operating leases are recognized on a straight line basis over the term of the lease. Leases where the Company is the lessor contain termination clauses with associated penalties, the amount of which cause the likelihood of cancelation to be remote.

Future minimum lease payments under non-cancelable operating leases (with initial or remaining lease terms in excess of one year) as of March 31, 2016 are (in thousands):

|                                     | As Lessor | As Lessee |
|-------------------------------------|-----------|-----------|
| Remainder of 2016                   | \$ 9,380  | \$ 9,029  |
| 2017                                | 12,507    | 12,036    |
| 2018                                | 12,507    | 11,811    |
| 2019                                | 12,507    | 10,622    |
| 2020                                | 11,351    | 9,488     |
| Thereafter                          | 7,441     | 5,876     |
| Total future minimum lease payments | \$ 65,693 | \$ 58,862 |

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Rental expense for all operating leases was \$3.0 million and \$0.9 million for three months ended March 31, 2016 and 2015, respectively.

At March 31, 2016 and December 31, 2015, prepaid rent and security deposits associated with sale/leaseback transactions were \$12.1 million, and are included in other assets on the consolidated balance sheets.

## Finance Obligations

During the year ended December 31, 2015, the Company received cash for future services to be performed associated with certain sale/leaseback transactions and recorded the balance as a finance obligation. The outstanding balance of this obligation at March 31, 2016 and December 31, 2015 is \$14.5 million and \$15.1 million, respectively. The amount is amortized using the effective interest method.

In 2013, the Company completed a sale-leaseback transaction of its property in Latham, New York, for an aggregate sale price of \$4.5 million. Although the property was sold and the Company has no legal ownership of the facility, the Company was prohibited from recording the transaction as a sale because of continuing involvement with the property. Accordingly, the sale has been accounted for as a financing transaction, which requires the Company to continue reporting the building as an asset and to record a financing obligation for the sale price. Liabilities relating to this agreement of \$2.4 million and \$2.5 million have been recorded as a finance obligation, in the accompanying unaudited interim consolidated balance sheets as of March 31, 2016 and December 31, 2015, respectively.

## Restricted Cash

The Company has entered into sale/leaseback agreements associated with its products and services. In connection with these agreements, cash of \$46.8 million is required to be restricted as security and will be released over the lease term. Included in the \$46.8 million are security deposits backing letters of credit, as disclosed in the Operating Leases section above.

The Company also has letters of credit in the aggregate amount of \$1.0 million associated with an agreement to provide hydrogen infrastructure and hydrogen to a customer at its distribution center and with a finance obligation from the sale/leaseback of its building. Cash collateralizing these letters of credit is also considered restricted cash.

## Litigation

Legal matters are defended and handled in the ordinary course of business. The Company has established accruals for matters for which management considers a loss to be probable and reasonably estimable. It is the opinion of management that facts known at the present time do not indicate that such litigation, after taking into account insurance coverage and the aforementioned accruals, will have a material adverse impact on our results of operations, financial position, or cash flows.

#### Concentrations of credit risk

Concentrations of credit risk with respect to receivables exist due to the limited number of select customers with whom the Company has initial commercial sales arrangements. To mitigate credit risk, the Company performs appropriate evaluation of a prospective customer's financial condition.

At March 31, 2016, two customers comprise approximately 42.6% of the total accounts receivable balance, with each customer individually representing 22.0% and 20.6% of total accounts receivable, respectively. At December 31, 2015, two customers comprise approximately 50.9% of the total accounts receivable balance, with each customer individually representing 38.5% and 12.4% of total accounts receivable, respectively.

For the three months ended March 31, 2016, 47.7% of total consolidated revenues were associated with Walmart. For the three months ended March 31, 2015, 63.5% of total consolidated revenues were associated with Walmart.

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### Item 2 — Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our accompanying unaudited interim consolidated financial statements and notes thereto included within this report, and our audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K, filed for the fiscal year ended December 31, 2015. In addition to historical information, this Form 10-Q and the following discussion contain statements that are not historical facts and are considered forward-looking within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements contain projections of our future results of operations or of our financial position or state other forward-looking information. In some cases you can identify these statements by forward-looking words such as “anticipate,” “believe,” “could,” “continue,” “estimate,” “expect,” “intend,” “may,” “should,” “will,” “would,” “plan,” “projected” or the negative of such words or other similar words or phrases. We believe that it is important to communicate our future expectations to our investors. However, there may be events in the future that we are not able to accurately predict or control and that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. Investors are cautioned not to unduly rely on forward-looking statements because they involve risks and uncertainties, and actual results may differ materially from those discussed as a result of various factors, including, but not limited to: the risk that we continue to incur losses and might never achieve or maintain profitability; the risk that we will need to raise additional capital to fund our operations and such capital may not be available to us; the risk that our lack of extensive experience in manufacturing and marketing products may impact our ability to manufacture and market products on a profitable and large-scale commercial basis; the risk that unit orders will not ship, be installed and/or converted to revenue, in whole or in part; the risk that a loss of one or more of our major customers could result in a material adverse effect on our financial condition; the risk that a sale of a significant number of shares of stock could depress the market price of our common stock; the risk that negative publicity related to our business or stock could result in a negative impact on our stock value and profitability; the risk of potential losses related to any product liability claims or contract disputes; the risk of loss related to an inability to maintain an effective system of internal controls; our ability to attract and maintain key personnel; the risks related to the use of flammable fuels in our products; the risk that pending orders may not convert to purchase orders, in whole or in part; the cost and timing of developing, marketing and selling our products and our ability to raise the necessary capital to fund such costs; our ability to obtain financing arrangements to support the sale or leasing of our products and services to customers; the ability to achieve the forecasted gross margin on the sale of our products; the cost and availability of fuel and fueling infrastructures for our products; the risk of elimination of government subsidies and economic incentives for alternative energy products; market acceptance of our products and services, including GenDrive units; our ability to establish and maintain relationships with third parties with respect to product development, manufacturing, distribution and servicing and the supply of key product components; the cost and availability of components and parts for our products; our ability to develop commercially viable products; our ability to reduce product and manufacturing costs; our ability to successfully market, distribute and service our products and services internationally; our ability to improve system reliability for our products; competitive factors, such as price competition and competition from other traditional and alternative energy companies; our ability to protect our intellectual property; the cost of complying with current and future federal, state and international governmental regulations; the risks associated with potential future acquisitions; the volatility of our stock price; and other risks and uncertainties discussed under Item 1A—Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as filed March 14, 2016. Readers should not place undue reliance on our forward-looking statements. These forward-looking statements speak only as of the date on which the statements were made and are not guarantees of future performance. Except as may be required by applicable law, we do not undertake or intend to update any forward-looking statements after the date of this Form 10-Q.

## Overview

Plug Power Inc., or the Company, is a leading provider of alternative energy technology focused on the design, development, commercialization and manufacture of hydrogen fuel cell systems used primarily for the material handling and stationary power market.

We are focused on proton exchange membrane, or PEM, fuel cell and fuel processing technologies, fuel cell/battery hybrid technologies, and associated hydrogen storage and dispensing infrastructure from which multiple products are available. A fuel cell is an electrochemical device that combines hydrogen and oxygen to produce electricity and heat without combustion. Hydrogen is derived from hydrocarbon fuels such as liquid petroleum gas, or LPG, natural gas,

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propane, methanol, ethanol, gasoline or biofuels. Plug Power develops complete hydrogen delivery, storage and refueling solutions for customer locations. Hydrogen can also be obtained from the electrolysis of water, or produced on-site at consumer locations through a process known as reformation. Currently, the Company obtains hydrogen by purchasing it from fuel suppliers.

We concentrate our efforts on developing, manufacturing and selling our hydrogen products and services on commercial terms for material handling applications, with a focus on multi-shift high volume manufacturing and high throughput distribution sites.

## Results of Operations

Revenue, cost of revenue, gross profit/(loss) and gross margin for the three months ended March 31, 2016 and 2015, was as follows (in thousands):

|                                                                    | Revenue   | Cost of Revenue | Gross Profit/(Loss) | Gross Margin |   |
|--------------------------------------------------------------------|-----------|-----------------|---------------------|--------------|---|
| For the three months ended March 31, 2016:                         |           |                 |                     |              |   |
| Sales of fuel cell systems and related infrastructure              | \$ 5,218  | \$ 3,898        | \$ 1,320            | 25.3         | % |
| Services performed on fuel cell systems and related infrastructure | 5,273     | 5,783           | (510)               | (9.7)        | % |
| Power Purchase Agreements                                          | 2,706     | 2,881           | (175)               | (6.5)        | % |
| Fuel delivered to customers                                        | 2,010     | 2,411           | (401)               | (20.0)       | % |
| Other                                                              | 125       | 189             | (64)                | (51.2)       | % |
| Total                                                              | \$ 15,332 | \$ 15,162       | \$ 170              | 1.1          | % |
| For the three months ended March 31, 2015:                         |           |                 |                     |              |   |
| Sales of fuel cell systems and related infrastructure              | \$ 5,090  | \$ 5,079        | \$ 11               | 0.2          | % |
| Services performed on fuel cell systems and related infrastructure | 2,645     | 4,770           | (2,125)             | (80.3)       | % |
| Power Purchase Agreements                                          | 977       | 751             | 226                 | 23.1         | % |
| Fuel delivered to customers                                        | 659       | 876             | (217)               | (32.9)       | % |
| Other                                                              | 45        | 51              | (6)                 | (13.3)       | % |
| Total                                                              | \$ 9,416  | \$ 11,527       | \$ (2,111)          | (22.4)       | % |

Our primary sources of revenue are from sales of fuel cell systems and related infrastructure, services performed on fuel cell systems and related infrastructure, Power Purchase Agreements, and fuel delivered to customers. Revenue from sales of fuel cell systems and related infrastructure represents sales of our GenDrive units, GenSure (formerly ReliOn) stationary backup power units, as well as hydrogen fueling infrastructures. Revenue from services performed on fuel cell systems and related infrastructure represents revenue earned on our service and maintenance contracts and sales of spare parts. Revenue from Power Purchase Agreements primarily represents payments received from customers who make monthly payments to access the Company's GenKey solution. Equipment used in these Power Purchase Agreements can be associated with sale/leaseback transactions in which the Company sells fuel cell systems and related infrastructure to a third-party, leases them back and provides them to customers who are parties to Power Purchase Agreements with the Company. Alternatively, the equipment can be held by the Company as leased assets. Revenue associated with fuel delivered to customers represents the sale of hydrogen to customers that has been purchased by the Company from a third party.

Revenue – sales of fuel cell systems and related infrastructure. Revenue from sales of fuel cell systems and related infrastructure represents revenue from the sale of our fuel cells, such as GenDrive units and GenSure (formerly ReliOn) stationary backup power units, as well as hydrogen fueling infrastructure referred to at the site level as hydrogen installations.

Revenue from sales of fuel cell systems and related infrastructure for the three months ended March 31, 2016 increased \$0.1 million or 2.5%, to \$5.2 million from \$5.1 million for the three months ended March 31, 2015. There were 160 GenDrive units recognized as revenue for the three months ended March 31, 2016, compared to 265 for the three

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months ended March 31, 2015. The change in revenue is inconsistent with the change in units sold due to pricing and class mix differences. An additional 674 units were shipped during the three months ended March 31, 2016 and held as leased assets. As such, the Company will recognize revenue on these shipments over the life of the related PPA under “Power Purchase Agreements” in the Consolidated Statement of Operations. No sales associated with hydrogen installations occurred during the three months ended March 31, 2016, however three sites were constructed and held as leased assets. There was one site recognized as revenue during the three months ended March 31, 2015. Sales of GenSure units increased \$1.4 million to \$2.0 million in the three months ended March 31, 2016, compared to the three months ended March 31, 2015 as the Company continues to fulfill a large multi-site order received in prior years.

Revenue – services performed on fuel cell systems and related infrastructure. Revenue from services performed on fuel cell systems and related infrastructure represents revenue earned on our service and maintenance contracts and sales of spare parts.

Revenue from services performed on fuel cell systems and related infrastructure for the three months ended March 31, 2016 increased \$2.6 million or 99.4%, to \$5.3 million from \$2.6 million for the three months ended March 31, 2015.

The increase in this revenue category is primarily related to the increase in sales of fuel cell systems and hydrogen installations in 2014 and 2015, which has had a corresponding impact on the installed base. At March 31, 2016, there were 8,695 fuel cell units under extended maintenance contracts, an increase of 60.2% from 5,428 at March 31, 2015. Revenue growth is directionally consistent with installed base growth, however the extent of the increases can be impacted by concentration of units per site, pricing, unit class mix, and timing of when units were installed within the reporting periods. At March 31, 2016, there were extended maintenance contracts associated with 23 hydrogen installations, as compared to nine at March 31, 2015.

Revenue – Power Purchase Agreements. Revenue from Power Purchase Agreements represents payments received from customers for power generated via the provision of equipment and service. The equipment and service can be associated with sale/leaseback transactions in which the Company sells fuel cell systems and related infrastructure to a third-party, leases them back and operates them at customers’ locations who are parties to Power Purchase Agreements with the Company. Alternatively, the equipment can be held by the Company as leased assets.

Revenue from Power Purchase Agreements for the three months ended March 31, 2016 increased \$1.7 million or 177.0%, to \$2.7 million from \$1.0 million for the three months ended March 31, 2015. The increase is due to the increased numbers of GenKey sites the Company has deployed with these types of arrangements (17 at March 31, 2016 as compared to five in March 31, 2015).

Revenue – fuel delivered to customers. Revenue associated with fuel delivered to customers represents the sale of hydrogen to customers that has been purchased by the Company from a third party. As part of the GenKey solution, the Company contracts with fuel suppliers to purchase liquid hydrogen, which is then sold to its customers.

Revenue associated with fuel delivered to customers for the three months ended March 31, 2016 increased \$1.4 million or 205.0%, to \$2.0 million from \$0.7 million for the three months ended March 31, 2015. The increase in revenue is due to 25 sites taking fuel deliveries at March 31, 2016, compared eight at March 31, 2015. The sites generally are the same as those which had purchased hydrogen installations within the GenKey solution.

Revenue – other. Other revenue primarily represents cost reimbursement research and development contracts associated with the development of PEM fuel cell technology. We generally share in the cost of these programs with our cost-sharing percentages ranging from 30% to 50% of total project costs. Revenue from time and material contracts is recognized on the basis of hours expended plus other reimbursable contract costs incurred during the period. We expect to continue certain research and development contract work that is related to our current product development efforts. Other miscellaneous revenue is recognized from time to time.

Other revenue for the three months ended March 31, 2016 increased \$80 thousand, or 177.8%, to \$125 thousand from \$45 thousand for the three months ended March 31, 2015. During the three months ended March 31, 2016, the Company recorded \$125 thousand associated with a customer stack development program. The Company had no current

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period revenue associated with a U.S. government-related research and development contract for which it had revenue in prior years.

Cost of revenue – sales of fuel cell systems and related infrastructure. Cost of revenue from sales of fuel cell systems and related infrastructure includes direct material, labor costs, and allocated overhead costs related to the manufacture of our fuel cells such as GenDrive units and GenSure (formerly ReliOn) stationary backup power units, as well as hydrogen fueling infrastructure referred to at the site level as hydrogen installations.

Cost of revenue from sales of fuel cell systems and related infrastructure for the three months ended March 31, 2016 decreased 23.3%, or \$1.2 million, compared to the three months ended March 31, 2015. Gross margin generated from sales of fuel cell systems and related infrastructure was 25.3% for the three months ended March 31, 2016, up from 0.2% for the three months ended March 31, 2015. Gross margin on GenDrive sales during the three months ended March 31, 2016 was 36.4%, an improvement from 12.7% during the three months ended March 31, 2015. Gross margin has improved as a result of better leverage on the fixed cost base, supply chain and product design cost down programs, as well as manufacturing process improvements. There was no gross margin on hydrogen infrastructure for the three months ended March 31, 2016 as the sites constructed were held as leased assets rather than sold. Gross margin on GenSure sales improved to 22.5% during the three months ended March 31, 2016, up from (37.1%) during the three months ended March 31, 2015, due to cost synergies with the integration of ReliOn operations into the Company and better leverage of costs with the increase in sales volume.

Cost of revenue – services performed on fuel cell systems and related infrastructure. Cost of revenue from services performed on fuel cell systems and related infrastructure includes the labor, material costs and allocated overhead costs incurred for our product service and hydrogen site maintenance contracts and spare parts.

Cost of revenue from services performed on fuel cell systems and related infrastructure for the three months ended March 31, 2016 increased 21.2%, or \$1.0 million, compared to the three months ended March 31, 2015. These increases are a direct result of a growing installed base of GenDrive units, and the number of associated customers that have GenCare and GenFuel service contracts. These increases resulted in increased costs of replacement parts, as well as labor and overhead for service personnel necessary to support these service and hydrogen site maintenance contracts. At March 31, 2016 there were 8,695 GenDrive units under GenCare contracts and 23 customer sites under GenFuel contracts, as compared to 5,428 GenDrive units under GenCare contracts and nine customer sites under GenFuel contracts at March 31, 2015. Gross margin improved to (9.7%) for the three months ended March 31, 2016 from (80.3%) for the three months ended March 31, 2015 due to improved model design driving down parts costs, better leverage of fixed costs and absorption of \$1.7 million in net losses on loss contracts against the accrual for loss contracts related to service. During 2015, the Company recognized a \$10.1 million provision for loss contracts related to service. This provision represented expected losses on extended maintenance contracts that had projected costs over the remaining life of the contracts which exceeded contractual revenues.

Cost of revenue – Power Purchase Agreements. Cost of revenue from Power Purchase Agreements includes payments made to financial institutions for leased equipment and service. Leased units are primarily associated with sale/leaseback transactions in which the Company sells fuel cell systems and related infrastructure to a third-party, leases them back, and operates them at customers' locations who are parties to Power Purchase Agreements with the Company. Alternatively, the Company can hold the equipment for investment and recognize the depreciation and service cost of the assets as cost of revenue from Power Purchase Agreements.

Cost of revenue from Power Purchase Agreements for the three months ended March 31, 2016 increased \$2.1 million, or 283.6%, to \$2.9 million from \$0.8 million for the three months ended March 31, 2015. The increase was a result of the increase in the number of customer sites party to these agreements (17 at March 31, 2016 as compared to five at March 31, 2015). Gross margin declined to (6.5%) for the three months ended March 31, 2016 from 23.1% for the three months ended March 31, 2015, due primarily to changes in financing pricing.

Cost of revenue – fuel delivered to customers. Cost of revenue from fuel delivered to customers represents the purchase of hydrogen from suppliers that ultimately is sold to customers. As part of the GenKey solution, the Company contracts with fuel suppliers to purchase liquid hydrogen and separately sells to its customers upon delivery.

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Cost of revenue from fuel delivered to customers for the three months ended March 31, 2016 increased \$1.5 million, or 175.2%, to \$2.4 million from \$0.9 million for the three months ended March 31, 2015. The increase is due primarily to higher volume of liquid hydrogen delivered to customer sites, as a result of an increase in the number of hydrogen installations completed under GenKey agreements. At March 31, 2016, there were 25 customer sites taking hydrogen fuel delivery compared to eight customer sites at March 31, 2015. The sites generally are the same as those who had purchased hydrogen installations within the GenKey solution. Gross margin improved to (20.0%) during the three months ended March 31, 2016 from (32.9%) during the three months ended March 31, 2015, due to improvements in product design that had caused inefficiencies in fuel usage.

Cost of revenue – other. Other cost of revenue primarily represents costs associated with research and development contracts including: cash and non-cash compensation and benefits for engineering and related support staff, fees paid to outside suppliers for subcontracted components and services, fees paid to consultants for services provided, materials and supplies used and other directly allocable general overhead costs allocated to specific research and development contracts.

Cost of other revenue for the three months ended March 31, 2016 increased \$138 thousand, or 270.6%, to \$189 thousand from \$51 thousand for the three months ended March 31, 2015. The Company had been working on a U.S. government-related research and development contract in prior years and had service costs associated with units installed under that program.

Research and development expense. Research and development expense includes: materials to build development and prototype units, cash and non-cash compensation and benefits for the engineering and related staff, expenses for contract engineers, fees paid to consultants for services provided, materials and supplies consumed, facility related costs such as computer and network services, and other general overhead costs associated with our research and development activities.

Research and development expense for the three months ended March 31, 2016 increased \$1.9 million, or 66.5% to \$4.8 million, from \$2.9 million for the three months ended March 31, 2015. This increase was primarily related to an increase in personnel related expenses, focused on refinement of hydrogen infrastructure design, multiple product cost-down programs and prototyping for stack performance enhancement.

Selling, general and administrative expenses. Selling, general and administrative expenses includes cash and non-cash compensation, benefits, amortization of intangible assets and related costs in support of our general corporate functions, including general management, finance and accounting, human resources, selling and marketing, information technology and legal services.

Selling, general and administrative expenses for the three months ended March 31, 2016 increased \$0.5 million, or 7.0%, to \$8.3 million from \$7.7 million for the three months ended March 31, 2015. The increase was primarily due to an increase in stock-based compensation resulting from increases in compensation and employee head count, partially offset by reductions in amortization of intangible assets.

Interest and other income. Interest and other income consists primarily of interest earned on our cash and cash equivalents, note receivable, and other income.

Interest and other income remained relatively consistent at \$87 thousand for the three months ended March 31, 2016 compared to \$31 thousand for the three months ended March 31, 2015.

Change in fair value of common stock warrant liability. The Company accounts for common stock warrants as common stock warrant liability with changes in the fair value reflected in the consolidated statement of operations as change in the fair value of common stock warrant liability.

The change in fair value of common stock warrant liability for the three months ended March 31, 2016 resulted in a decrease in the associated warrant liability of \$1.3 million as compared to a decrease of \$1.8 million for the three months ended March 31, 2015. These variances are primarily due to changes in the Company's common stock share price, and changes in volatility of our common stock, which are significant inputs to the Black-Scholes valuation model.

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Interest and other expense. Interest and other expense consists of interest and other expenses related to interest on our short-term borrowing, obligations under capital lease and our finance obligation, as well as foreign currency exchange gain (loss).

Interest and other expense for the three months ended March 31, 2016, increased \$471 thousand to \$561 thousand from \$90 thousand for the three months ended March 31, 2015. The increase is attributed to the short-term borrowing originated in the three months ended March 31, 2016 and the increase in finance obligations during 2015.

Income taxes. The deferred tax asset generated from our net operating loss has been offset by a full valuation allowance because it is more likely than not that the tax benefits of the net operating loss carry forward will not be realized. The Company also recognizes accrued interest and penalties related to unrecognized tax benefits as a component of income tax expense.

During the three months ended March 31, 2016, the Company released its liability for unrecognized tax benefits of \$392 thousand, as the related statute of limitations has expired.

## Liquidity and Capital Resources

Our cash requirements relate primarily to working capital needed to operate and grow our business, including funding operating expenses, growth in inventory to support both shipments of new units and servicing the installed base, growth in equipment leased to customers under long-term arrangements, funding the growth in our GenKey “turn-key” solution, which includes the installation of our customer’s hydrogen infrastructure as well as delivery of the hydrogen fuel, continued development and expansion of our products, and the repayment or refinancing of our short-term borrowing. Our ability to achieve profitability and meet future liquidity needs and capital requirements will depend upon numerous factors, including the timing and quantity of product orders and shipments; attaining positive gross margins; the timing and amount of our operating expenses; the timing and costs of working capital needs; the timing and costs of building a sales base; the ability of our customers to obtain financing to support commercial transactions; our ability to obtain financing arrangements to support the sale or leasing of our products and services to customers, including financing arrangements to repay or refinance our short-term borrowing, and the terms of such agreements that may require us to pledge or restrict substantial amounts of our cash to support these financing arrangements; the timing and costs of developing marketing and distribution channels; the timing and costs of product service requirements; the timing and costs of hiring and training product staff; the extent to which our products gain market acceptance; the timing and costs of product development and introductions; the extent of our ongoing and new research and development programs; and changes in our strategy or our planned activities. If we are unable to fund our operations with positive cash flows and cannot obtain external financing, we may not be able to sustain future operations. As a result, we may be required to delay, reduce and/or cease our operations and/or seek bankruptcy protection.

We have experienced and continue to experience negative cash flows from operations and net losses. The Company incurred net losses attributable to common shareholders of \$11.8 million for the three months ended March 31, 2016 and \$55.8 million, \$88.6 million and \$62.8 million for the years ended December 31, 2015, 2014, and 2013, respectively, and has an accumulated deficit of \$1.0 billion at March 31, 2016.

During the three months ended March 31, 2016, cash used in operating activities was \$6.9 million, consisting primarily of a net loss attributable to the Company of \$11.8 million, offset by the impact of noncash charges/gains and net inflows from fluctuations in working capital and other assets and liabilities of \$3.2 million. The changes in working capital primarily were related to collections of accounts receivable offset by an investment in inventory procured to meet our backlog requirements. As of March 31, 2016, we had cash and cash equivalents of \$66.9 million and net working capital of \$62.8 million. By comparison, at December 31, 2015, we had cash and cash equivalents of \$64.0 million and net working capital of \$88.5 million. Additionally, a portion of the cash and cash equivalents on hand at March 31, 2016, is required to be maintained at all times under a covenant requirement associated with the Company's secured term loan facility that requires a minimum unencumbered cash and cash equivalents balance equal to or greater than the outstanding principal balance (\$25.0 million at March 31, 2016).

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Net cash used in investing activities for the three months ended March 31, 2016 included purchases of property, plant and equipment and outflows associated with materials, labor, and overhead necessary to construct new leased assets of \$11.7 million. Cash outflows related to equipment that we sell and equipment we lease directly to customers are included in net cash used in operating activities and net cash used in investing activities, respectively. Net cash provided by financing activities for the three months ended March 31, 2016 primarily resulted from borrowings against a short-term secured term loan facility, as described in note 7 of the accompanying Interim Consolidated Financial Statements. The secured term loan facility has events of default, including a material adverse change clause that is at the sole discretion of the lender.

During 2014 and 2015, the Company signed sale/leaseback agreements with the Company's primary financial institution (M&T Bank or the Bank) to facilitate the Company's commercial transactions with key customers. These agreements represent the sale of the Company's fuel cell systems, hydrogen infrastructure and agreements to provide related extended maintenance to the Bank. The Company then leased the fuel cell systems and hydrogen infrastructure back from the Bank and operates them at customer locations to fulfill Power Purchase Agreements (PPAs). In connection with these operating leases, the Bank requires the Company to maintain cash balances in restricted accounts securing its lease obligations to the Bank. Cash added to these restricted accounts was \$14.2 million during 2015. No additional cash was added during the three months ended March 31, 2016, other than interest earned on restricted cash balances. Cash received from customers under the PPAs is used to make lease payments to the Bank. As the Company performs under these agreements, the required restricted cash balances are released, according to a set schedule. At March 31, 2016, the Company had seven PPA deployments related to these sale/leaseback agreements. At March 31, 2016, the total remaining lease payments to the Bank under these agreements were \$24.9 million and have been secured with restricted cash and pledged service escrows. Cash associated with sales of future revenues is required to be recorded as financing obligations on the consolidated balance sheets and accordingly represents a financing cash inflow.

The master lease agreement with the Bank requires the Company to maintain a minimum of \$50 million of unrestricted cash. As mentioned above, the Company's remaining contractual lease payments to the Bank are fully secured through a combination of restricted cash and pledges on funds escrowed for future service by the Company. The covenant is maintained in association with the residual exposure of the Bank, which stems from tax benefits taken by the Bank that could be recaptured should the underlying assets not be deployed for five years. This residual exposure at March 31, 2016 amounted to approximately \$12.1 million, and the exposure decreases with the passage of time. In the event that the Company's unrestricted cash balance falls below \$50 million, the Company is entitled to cure the failure by providing additional restricted cash to secure the outstanding residual tax exposure of the Bank at that time.

In addition to the financing activities described above, we have historically funded our operations primarily through public and private offerings of common and preferred stock. The Company believes that its current working capital and cash anticipated to be generated from future operations, as well as various sources of capital from project financing platforms with various third parties that are currently being evaluated, will provide sufficient liquidity to fund operations for at least the next twelve months. This projection is based on our current expectations regarding new project financing and product sales and service, cost structure, cash burn rate and other operating assumptions.

Several key indicators of liquidity are summarized in the following table (in thousands):

|                                                                | Three<br>months<br>ended or at<br>March 31,<br>2016 | Year<br>ended or at<br>December<br>31, 2015 |
|----------------------------------------------------------------|-----------------------------------------------------|---------------------------------------------|
| Cash and cash equivalents at end of period                     | \$ 66,882                                           | \$ 63,961                                   |
| Restricted cash at end of period                               | 47,866                                              | 47,835                                      |
| Working capital at end of period                               | 62,755                                              | 88,524                                      |
| Net loss attributable to common shareholders                   | 11,780                                              | 55,795                                      |
| Net cash used in operating activities                          | 6,916                                               | 47,274                                      |
| Purchases of property, plant and equipment and leased property | 13,636                                              | 3,520                                       |
| Net cash provided by (used in) financing activities            | 23,396                                              | (32,923)                                    |

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## Operating Leases

As of March 31, 2016, the Company has several non-cancelable operating leases (as lessor and as lessee), primarily associated with sale/leaseback transactions that are partially secured by restricted cash as summarized below. These leases expire over the next six years. Minimum rent payments under operating leases are recognized on a straight line basis over the term of the lease. Leases where the Company is the lessor contain termination clauses with associated penalties, the amount of which cause the likelihood of cancelation to be remote.

Future minimum lease payments under non-cancelable operating leases (with initial or remaining lease terms in excess of one year) as of March 31, 2016 are (in thousands):

|                                     | As<br>Lessor | As<br>Lessee |
|-------------------------------------|--------------|--------------|
| Remainder of 2016                   | \$ 9,380     | \$ 9,029     |
| 2017                                | 12,507       | 12,036       |
| 2018                                | 12,507       | 11,811       |
| 2019                                | 12,507       | 10,622       |
| 2020                                | 11,351       | 9,488        |
| Thereafter                          | 7,441        | 5,876        |
| Total future minimum lease payments | \$ 65,693    | \$ 58,862    |

## Critical Accounting Estimates

Management's discussion and analysis of our financial condition and results of operations are based upon our unaudited interim consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these unaudited interim consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of and during the reporting period. On an on-going basis, we evaluate our estimates and judgments, including those related to revenue recognition for multiple element arrangements, bad debts, inventories, intangible assets, valuation of long-lived assets, accrual for loss contracts on service, product warranty reserves, unbilled revenue, common stock warrants, income taxes, stock-based compensation, contingencies, and purchase accounting. We base our estimates and judgments on historical experience and on various other factors and assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about (1) the carrying values of assets and liabilities and (2) the amount of revenue and expenses realized that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We refer to the policies and estimates set forth in the section "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Estimates", as well as a discussion of significant accounting policies included in note 2, Summary of Significant Accounting Policies, of the consolidated financial statements, both of which are included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

## Recent Accounting Pronouncements

In March 2016, an accounting update was issued to simplify various aspects related to how share-based payments are accounted for and presented. This accounting update is effective for annual periods beginning after December 15, 2016 and interim periods within those years. Early adoption is permitted in any interim or annual period, with any adjustments reflected as of the beginning of the fiscal year of adoption. The Company is evaluating the impact this update will have on the consolidated financial statements.

In February 2016, an accounting update was issued which requires balance sheet recognition for operating leases, among other changes to previous lease guidance. This accounting update is effective for fiscal years beginning after December 15, 2018. The Company is evaluating the impact this update will have on the consolidated financial statements.

In July 2015, an accounting update was issued that changes inventory measurement from lower of cost or market to lower of cost and net realizable value. The new standard applies to inventory measured at first-in, first-out (FIFO). This

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accounting update is effective for the annual reporting periods beginning after December 15, 2016, and interim periods within those years. The Company does not expect the adoption of this update to have a significant effect on the consolidated financial statements.

In August 2014, an accounting update was issued relating to how management assesses conditions and events that could raise substantial doubt about an entity's ability to continue as a going concern. This accounting update is effective for reporting periods ending after December 15, 2016, and for annual and interim periods thereafter. The Company does not expect the adoption of this update to have a significant effect on the consolidated financial statements.

In June 2014, an accounting update was issued that replaces the existing revenue recognition framework regarding contracts with customers. In July 2015, the Financial Accounting Standards Board (FASB) announced a one year delay in the required adoption date from January 1, 2017 to January 1, 2018. The Company is evaluating the effect this update will have on the consolidated financial statements and has not yet selected a transition method.

### Item 3 — Quantitative and Qualitative Disclosures about Market Risk

From time to time, we may invest our cash in government, government backed and interest-bearing investment-grade securities that we generally hold for the duration of the term of the respective instrument. We do not utilize derivative financial instruments, derivative commodity instruments or other market risk sensitive instruments, positions or transactions in any material fashion. We are not subject to any material risks arising from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices or other market changes that affect market risk sensitive instruments.

Our exposure to changes in foreign currency rates is primarily related to sourcing inventory from foreign locations and operations of HyPulsion. This practice can give rise to foreign exchange risk resulting from the varying cost of inventory to the receiving location. The Company reviews the level of foreign content as part of its ongoing evaluation of overall sourcing strategies and considers the exposure to be not significant. Our HyPulsion exposure presently is mitigated by low levels of operations and its sourcing is primarily intercompany in nature and denominated in U.S. dollar.

### Item 4 — Controls and Procedures

a) Disclosure controls and procedures.

The chief executive officer and chief financial officer, based on their evaluation of disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Quarterly Report on Form 10-Q, have concluded that the Company's disclosure controls and procedures are effective for ensuring that information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in filed or submitted reports is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer as appropriate, to allow timely decisions regarding required disclosure.

(b) Changes in internal control over financial reporting.

There were no changes in the Company's internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1 — Legal Proceedings

An action has been brought in New York State Supreme Court by General Electric Co. (GE) and an affiliate against the Company seeking \$1 million that GE claims is due under an indemnification agreement between GE and the Company. GE seeks indemnification for funds it paid to settle a claim with Soroof Trading Development Co., an entity that had paid funds to GE to become a distributor of the Company's products. The Company is vigorously defending the action.

Item 1A - Risk Factors

Part I, Item 1A, "Risk Factors" of our most recently filed Annual Report on Form 10-K, filed with the Securities and Exchange Commission for the fiscal year ended December 31, 2015, sets forth information relating to important risks and uncertainties that could materially adversely affect our business, financial condition and operating results. Except to the extent that information disclosed elsewhere in this Quarterly Report on Form 10-Q relates to such risk factors (including, without limitation, the matters described in Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations"), there have been no material changes to our risk factors disclosed in our most recently filed Annual Report on Form 10-K. However, those risk factors continue to be relevant to an understanding of our business, financial condition and operating results and, accordingly, you should review and consider such risk factors in making any investment decision with respect to our securities.

Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds

(a) None.

(b) Not applicable.

(c) None.

Item 3 — Defaults Upon Senior Securities

None.

Item 4 — Mine Safety Disclosures

None.

Item 5 — Other Information

(a) None.

(b) None.

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Item 6 — Exhibits

|               |                                                                                                                                                                                                      |
|---------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1           | Amended and Restated Certificate of Incorporation of Plug Power. (1)                                                                                                                                 |
| 3.2           | Certificate of Amendment to Amended and Restated Certificate of Incorporation of Plug Power Inc. (1)                                                                                                 |
| 3.3           | Second Certificate of Amendment of Amended and Restated Certificate of Incorporation f Plug Power Inc. (2)                                                                                           |
| 3.4           | Third Certificate of Amendment to Amended and Restated Certificate of Incorporation of Plug Power. (3)                                                                                               |
| 3.5           | Third Amended and Restated By-laws of Plug Power Inc. (4)                                                                                                                                            |
| 3.6           | Certificate of Designations, Preferences and Rights of a Series of Preferred Stock of Plug Power Inc. classifying and designating the Series A Junior Participating Cumulative Preferred Stock. (5). |
| 3.7           | Certificate of Designations of Series C Redeemable Preferred Stock of Plug Power Inc. classifying and designating the Series C Redeemable Convertible Preferred Stock (6)                            |
| 31.1 and 31.2 | Certifications pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (7)                                                                            |
| 32.1 and 32.2 | Certifications pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (7)                                                                            |
| 101.INS*      | XBRL Instance Document (7)                                                                                                                                                                           |
| 101.SCH*      | XBRL Taxonomy Extension Schema Document (7)                                                                                                                                                          |
| 101.CAL*      | XBRL Taxonomy Extension Calculation Linkbase Document (7)                                                                                                                                            |
| 101.DEF*      | XBRL Taxonomy Extension Definition Linkbase Document (7)                                                                                                                                             |
| 101.LAB*      | XBRL Taxonomy Extension Labels Linkbase Document (7)                                                                                                                                                 |
| 101.PRE*      | XBRL Taxonomy Extension Presentation Linkbase Document (7)                                                                                                                                           |

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(1) Incorporated by reference to the Company's Form 10-K for the period ended December 31, 2008.

(2) Incorporated by reference to the Company's current Report on Form 8-K dated May 19, 2011.

(3) Incorporated by reference to the Company's current Report on Form 8-K dated July 23, 2014.

(4) Incorporated by reference to the Company's current Report on Form 8-K dated October 28, 2009.

(5) Incorporated by reference to the Company's current Report on Form 8-K dated June 24, 2009.

(6) Incorporated by reference to the Company's current Report on Form 8-K dated May 20, 2013.

(7) Filed herewith.

\* Submitted electronically herewith. Attached as Exhibit 101 are the following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, formatted in eXtensible Business Reporting Language (XBRL) and tagged as blocks of text: (i) Interim Consolidated Balance Sheets at March 31, 2016 and

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December 31, 2015; (ii) Interim Consolidated Statements of Operations for the Three Months Ended March 31, 2016 and 2015; (iii) Interim Consolidated Statements of Comprehensive Loss for the Three Months Ended March 31, 2016 and 2015; (iv) Interim Consolidated Statement of Stockholders' Equity for the Three Months Ended March 31, 2016; (v) Interim Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2016 and 2015; and (vi) related notes, tagged as blocks of text.

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Signatures

Pursuant to requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PLUG POWER INC.

Date: May 10, 2016 By: /s/ Andrew Marsh  
Andrew Marsh  
President, Chief Executive  
Officer and Director (Principal  
Executive Officer)

Date: May 10, 2016 By: /s/ Paul B. Middleton  
Paul B. Middleton  
Chief Financial Officer (Principal  
Financial Officer)