

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2021 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2021 or fiscal plan year beginning <u>01/01/2021</u> and ending <u>12/31/2021</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>FUELCELL ENERGY INC. CAPITAL ACCUMULATION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/19/1987</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>06-0853042</u></td> </tr> <tr> <td colspan="2">2c Plan Sponsor's telephone number <u>203-825-6082</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>335900</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/19/1987</u>		2b Employer Identification Number (EIN) <u>06-0853042</u>		2c Plan Sponsor's telephone number <u>203-825-6082</u>		2d Business code (see instructions) <u>335900</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>										
1c Effective date of plan <u>01/19/1987</u>											
2b Employer Identification Number (EIN) <u>06-0853042</u>											
2c Plan Sponsor's telephone number <u>203-825-6082</u>											
2d Business code (see instructions) <u>335900</u>											
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>FUELCELL ENERGY, INC.</u> <u>3 GREAT PASTURE RD</u> <u>DANBURY, CT 06813</u>											

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2022	ANDREA JONES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2021)
v. 210624

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN	
5 Total number of participants at the beginning of the plan year		5	489
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year.....		6a(1)	292
a(2) Total number of active participants at the end of the plan year		6a(2)	348
b Retired or separated participants receiving benefits.....		6b	1
c Other retired or separated participants entitled to future benefits		6c	203
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	552
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	1
f Total. Add lines 6d and 6e		6f	553
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	530
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	27
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2J 2E 2K 2S 2T 3D 2R			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2021 Form M-1 annual report. If the plan was not required to file the 2021 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2021
		This Form is Open to Public Inspection.
For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021		
A Name of plan FUELCELL ENERGY INC. CAPITAL ACCUMULATION PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 FUELCELL ENERGY, INC.	D Employer Identification Number (EIN) 06-0853042	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	5361	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65 71	RECORDKEEPER	-12518	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JPM SMCP SUST LDR R5 - JPMORGAN DI 13-2624428	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON GROWTH 767 5TH AVENUE 49TH FLOOR NEW YORK, NY 10153	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON OPPORTUNITY FUND 767 5TH AVENUE 49TH FLOOR NEW YORK, NY 10153	0.40%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON FIFTH AVENUE GROWTH FUND 767 5TH AVENUE 49TH FLOOR NEW YORK, NY 10153	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON DISCOVERY FUNDRETAIL SHARES 767 5TH AVENUE 49TH FLOOR NEW YORK, NY 10153	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON PARTNERS FUND 767 5TH AVENUE 49TH FLOOR NEW YORK, NY 10153	0.40%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BARON REAL ESTATE FUND RETAIL 767 5TH AVENUE 49TH FLOOR NEW YORK, NY 10153	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO INTL BD FD U SDOLLAR-HEDGED A 1633 BROADWAY NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO INCOME FUND CL A 1633 BROADWAY NEW YORK, NY 10019	0.40%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
T ROWE PRICE DIVIDEND GROWTH 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
T ROWE PRICE DIVERSDMID CAP GROWTH 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection
For calendar plan year 2021 or fiscal plan year beginning <u>01/01/2021</u> and ending <u>12/31/2021</u>		
A Name of plan <u>FUELCELL ENERGY INC. CAPITAL ACCUMULATION PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FUELCELL ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>06-0853042</u>	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	21823	24659
(2) Participant contributions.....	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4299123	3576779
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	3601	4050
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	978561	1240121
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	635098	658970
(9) Value of interest in common/collective trusts	1c(9)	389918	753794
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	63646902	68128037
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other.....	1c(15)	4560	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities.....	1d(1)	0	0
(2) Employer real property.....	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	69979586	74386410

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness.....	1i	0	0
j Other liabilities.....	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	69979586	74386410
---	-----------	----------	----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	442257	
(B) Participants	2a(1)(B)	2500535	
(C) Others (including rollovers).....	2a(1)(C)	63093	
(2) Noncash contributions.....	2a(2)	0	3005885
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	388	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	280	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans.....	2b(1)(E)	31758	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		32426
(2) Dividends: (A) Preferred stock.....	2b(2)(A)	0	4324991
(B) Common stock	2b(2)(B)	11051	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	4313940	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4324991
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	893873	
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	823668	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		70205
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	91115	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		91115

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		10001
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		6227703
c Other income.....	2c		20000
d Total income. Add all income amounts in column (b) and enter total.....	2d		13782326
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	9362941	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		9362941
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	5361	
(4) Other.....	2i(4)	7200	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		12561
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9375502
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d.....	2k		4406824
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: COHNREZNICK LLP

(2) EIN: 22-1478099

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

	Yes	No	Amount
4a		X	

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		X	
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
4e	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?	X		48
4l	X		48
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	
4n		X	
5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?..... ☐ Yes ☒ No If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.			
5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)			
5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)	
5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.			

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection.
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For calendar plan year 2021 or fiscal plan year beginning 01/01/2021 and ending 12/31/2021

A Name of plan FUELCELL ENERGY INC. CAPITAL ACCUMULATION PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 FUELCELL ENERGY, INC.	D Employer Identification Number (EIN) 06-0853042

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2021
v. 201209

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....

14a

b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14b

c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14c

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year.....

15a

b The corresponding number for the second preceding plan year.....

15b

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year.....

16a

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....

16b

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN
Financial Statements and Supplemental Schedule
December 31, 2021 and 2020
(With Independent Auditor's Report Thereon)

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN
Financial Statements and Supplemental Schedule
December 31, 2021 and 2020

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Supplemental Schedule:	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	16
Note: Certain supplemental schedules required by the Employee Retirement Income Security Act of 1974 (ERISA) are not applicable and have been omitted.	

Independent Auditor's Report

To the Plan Administrator
FuelCell Energy, Inc. Capital Accumulation Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We have performed an audit of the financial statements of FuelCell Energy, Inc. Capital Accumulation Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C)"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements ("2021 Financial Statements").

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2021 Financial Statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the Plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the *Auditor's Responsibilities for the Audit of the 2021 Financial Statements* section:

- The amounts and disclosures in the accompanying 2021 Financial Statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying 2021 Financial Statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the 2021 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the 2021 Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2021 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current Plan instrument, including all Plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements* section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a significant likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 Financial Statements, and reading the disclosures relating to the certified investment information to assess whether

they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

2021 Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) as of December 31, 2021, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the 2020 Financial Statements

We were engaged to audit the 2020 financial statements of the Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated July 22, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



Hartford, Connecticut
September 19, 2022

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Statements of Net Assets Available for Benefits

December 31, 2021 and 2020

	2021	2020
Investments, at fair value (note 3):	\$ <u>73,702,781</u>	\$ <u>69,322,665</u>
Receivables:		
Notes receivable from participants	658,970	635,098
Employer contributions	<u>24,659</u>	<u>21,823</u>
Total receivables	<u>683,629</u>	<u>656,921</u>
Net assets available for benefits	\$ <u><u>74,386,410</u></u>	\$ <u><u>69,979,586</u></u>

See accompanying notes to financial statements.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2021

Additions to net assets attributed to:

Interest (note 3)	\$ 32,426
Dividends (note 3)	4,324,991
Net appreciation in fair value of investments (note 3)	6,399,024
Other income	20,000
Contributions:	
Employer contributions	442,257
Participant contributions	2,500,535
Participant rollovers	63,093
Total additions	<u>13,782,326</u>

Deductions from net assets attributed to:

Benefits paid to participants	9,362,941
Administrative expenses	12,561
Total deductions	<u>9,375,502</u>
Net increase	<u>4,406,824</u>

Net assets available for benefits:

Beginning of year	<u>69,979,586</u>
End of year	<u><u>\$ 74,386,410</u></u>

See accompanying notes to financial statements.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

(1) Description of the Plan

(a) General

The FuelCell Energy, Inc. Capital Accumulation Plan (the "Plan") is a defined contribution plan which was established by FuelCell Energy, Inc. (the "Company" or "Plan Sponsor") on January 19, 1987.

The Plan is a defined contribution profit-sharing plan covering all eligible full-time and part-time employees of the Company who are 18 years of age or older. Participation in the Plan is voluntary, and the Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Participants should refer to the Fidelity Basic Plan Document Number 17 (the "Volume Submitter Plan"), the Adoption Agreement revised November 2014, and the Trust Agreement (collectively, the "Agreement") for a complete description of the Plan's provisions.

Fidelity Management Trust Company (the "Trustee") is the Trustee of the Plan. Fidelity Investments Institutional Operations Company, Inc. is the recordkeeper of the Plan. The Retirement Plan Fiduciary Committee determines the appropriateness of the Plan's investment offerings and monitors investment performance.

(b) Contributions

After participants satisfy the Plan's eligibility and entry date requirements, they may contribute, through payroll deductions, from 1% to 50% of their base pay on a pre-tax basis, as defined by the Plan. Participants may designate some or all of their contributions as Roth deferral contributions. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate. Beginning on January 1, 2016, automatically enrolled participants have their deferral rate set at 4% of eligible compensation, which automatically increases by 1% per year up to a maximum of 8%, and their contributions invested in a designated balanced fund until changed by the participant. These contribution amounts are subject to statutory limitations of the amount of compensation that may be taken into account each Plan year.

The Plan provides that participants who are expected to attain age 50 or older by the end of the calendar year and who are making the maximum amount of pre-tax contributions permitted under the Plan may make an additional contribution called a "catch-up contribution". Participants may only make this contribution if they make pre-tax contributions equal to the lesser of: (1) \$19,500 in 2021 and 2020 and thereafter as adjusted for changes in the cost of living, or (2) the limits on pre-tax contributions established through non-discrimination testing of the Plan.

Participants may also contribute amounts representing distributions from other qualified defined contribution plans. The Company provides a matching contribution equal to 25% of the first 8% of employee salary deferrals, provided that the employee contributes a minimum of 2% of eligible earnings to the Plan.

(c) Participant Accounts

Upon enrollment in the Plan, separate accounts are maintained for each participant. The participant's account is credited with the participant's contributions and allocations of the Company's contributions, and Plan earnings (losses) and charged with an allocation of administrative expenses paid by the Plan. Allocations to participant accounts are based on participant earnings, account balances, or specific

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

participant transactions as defined. A participant may direct employee and employer contributions in any of the investment options offered by the Plan in increments of 1%.

Participants may change their investment options at any time. As of December 31, 2021, the Plan investment options consisted of seventeen mutual funds, one money market fund, one common trust fund and a variety of target date funds managed by Fidelity Investments. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants also have the option to invest in a BrokerageLink account which is a brokerage account established through Fidelity as part of the Plan. There is no minimum amount for direct payroll contributions into a BrokerageLink account; however, to open an account, there is an initial investment of \$2,500 and a \$1,000 minimum for each subsequent transfer from a Standard Plan Option. Participants are prohibited from investing in the common stock of FuelCell Energy, Inc.

(d) Vesting

Participants are immediately vested in their own contributions plus actual earnings (losses) thereon. All employer contributions plus actual earnings (losses) thereon become vested based upon the participant's length of service with the Company. Participants vest at the rate of 20% per year of service and are 100% vested after five years of service. A participant becomes 100% vested at age 65 regardless of the number of years of service. If a participant is terminated prior to the aforementioned years of service, non-vested Company contributions are forfeited and used to reduce the Company's future employer contributions and/or Plan expenses. If termination is the result of death or disability, the participant is deemed 100% vested in all contributions.

(e) Payment of Benefits and Withdrawals

At age 59½ and thereafter, an active employee can withdraw funds from the balance of his account at any time. On termination of service due to death, disability, or retirement, the entire vested balance in the participant's account may be distributed to the participant in a lump-sum payment, rolled over into another qualified plan, or left in the Plan (subject to minimum required balance).

While employed, a participant can withdraw all, or a portion of their previously contributed after-tax account balance, once each Plan Year, without penalty, upon written request and approval by the Plan Administrator. Withdrawals of other than after-tax contributions are only permitted for financial hardship if other sources are not available until the age of 59 ½. No withdrawals of the employer contributions are allowed regardless of financial hardship until the age of 59 ½.

(f) Notes Receivable from Participants

The loan provisions of the Plan allow participants to have up to two loans outstanding at any given time and loan amounts must be a minimum of \$1,000 and a maximum amount of the lesser of \$50,000, reduced by the highest outstanding loan balance in their account during the prior twelve-month period, or 50% of their vested account balance. Loans are repayable with interest at a rate comparable to the rate that would be available from commercial lending institutions under similar circumstances. The maximum term for all loans, except loans taken out for the purchase of a primary residence, is five years. For loans taken out for the purchase of a primary residence, the maximum term is ten years.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

(g) Forfeitures

Forfeitures used to reduce employer contributions during 2021 totaled \$7,050. As of December 31, 2021 and 2020, the forfeitures balance was \$4,786 and \$1,260, respectively.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

(b) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 for fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(c) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2021 or 2020.

(d) Payment of Benefits

Benefits are recorded when paid.

(e) Administrative Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Expenses incurred in connection with the administration of the Plan that are paid by the Plan are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

(f) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires the Plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the reported changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

(g) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

(h) Recently Adopted Accounting Guidance

None.

(i) Subsequent events

The Plan has evaluated subsequent events through September 19, 2022, which is the date the financial statements were available to be issued.

(3) Information Certified by the Trustee

All investment information and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments at fair value at December 31, 2021 and 2020, and net appreciation in fair value of investments, interest, and dividends for the year ended December 31, 2021, were obtained from information supplied to the Plan administrator and certified as complete and accurate by the Trustee, in accordance with section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

(4) Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability; and
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2021 and 2020.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end. The mutual funds held by the Plan are deemed to be actively traded.

Money market funds: Valued at NAV. NAV is based on the fair value of underlying investments in the fund. There are no restrictions on redemption and the Plan can redeem on a daily basis.

Common trust fund: Valued at the NAV of units of a bank common trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the common trust fund, the issuer reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Bonds: Valued using pricing models maximizing the use of observable inputs for similar securities.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at fair value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 68,128,037	\$ -	\$ -	\$ 68,128,037
Common stock	1,240,121	-	-	1,240,121
Money market funds	3,576,779	-	-	3,576,779
Bonds	-	4,050	-	4,050
Total assets in fair value hierarchy	<u>\$ 72,944,937</u>	<u>\$ 4,050</u>	<u>\$ -</u>	<u>\$ 72,948,987</u>
Investments measured at net asset value (a)				<u>753,794</u>
Total assets, at fair value				<u>\$ 73,702,781</u>

Assets at fair value as of December 31, 2020				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 63,646,902	\$ -	\$ -	\$ 63,646,902
Common stock	978,561	-	-	978,561
Money market funds	4,299,123	-	-	4,299,123
Rights/warrants	4,560	-	-	4,560
Bonds	-	3,601	-	3,601
Total assets in fair value hierarchy	<u>\$ 68,929,146</u>	<u>\$ 3,601</u>	<u>\$ -</u>	<u>\$ 68,932,747</u>
Investments measured at net asset value (a)				<u>389,918</u>
Total assets, at fair value				<u>\$ 69,322,665</u>

- (a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

The following table summarizes investments for which fair value is measured using NAV per share practical expedient as of December 31, 2021 and 2020. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

		Unfunded	Redemption frequency (if currently eligible)	Redemption notice Period
<u>2021</u>	<u>Fair Value</u>	<u>commitment</u>		
Fidelity Managed Income Portfolio	<u>\$ 753,794</u>	None	Daily	1 Day
<u>2020</u>	<u>Fair Value</u>	<u>Unfunded commitment</u>	Redemption frequency (if currently eligible)	Redemption notice Period
Fidelity Managed Income Portfolio	<u>\$ 389,918</u>	None	Daily	1 Day

(5) Tax Status

The Plan uses a volume submitter plan designed by Fidelity Management & Research Company. The Internal Revenue Service (IRS) has informed Fidelity Management & Research Company by an advisory letter dated March 31, 2014 that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code (the IRC). The Plan itself has not received a determination letter from the IRS. Although the Plan has been amended since receiving the advisory letter, the Plan administrator believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the IRC and, therefore, the Plan and the related trust is tax exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2021 and 2020, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

(6) Party-In-Interest Transactions

Fidelity Management Trust Company, Fidelity Investments Institutional Operations Company, Inc., the Company, and participants receiving Plan loans are parties-in-interest as defined in section 3(14) of ERISA. Certain of the Plan's investments are managed by Fidelity Management Trust Company or its affiliates.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

Management fees and investment expenses incurred by the Plan are included in net appreciation (depreciation) in fair value of investments. During 2021, expenses paid directly out of Plan assets to the Trustee and its affiliates were \$12,561. During the years 2021 and 2020, there were no prohibited party-in-interest transactions.

The Plan received revenue sharing credits from Fidelity in the amount of \$20,000 during 2021. This amount, which is shown as other income in the accompanying financial statements, was allocated to participants.

(7) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2021 and 2020

Identity of issue, borrower, lessor or similar party	Description of investments including maturity date, rate of interest, collateral, par, or maturity value	Shares held	Current value
Fidelity Management Trust Company*	Brokeragelink - Common Stock	—	\$ 1,240,121
Fidelity Management Trust Company*	Brokeragelink - Cash Reserves	—	966,115
Fidelity Management Trust Company*	Brokeragelink - External Funds	—	435,437
Fidelity Management Trust Company*	Brokeragelink - Unit	—	179,372
Fidelity Management Trust Company*	Brokeragelink - Fidelity Fund	—	27,843
Fidelity Management Trust Company*	Brokeragelink - Corporate Bond	—	4,050
Hartford Funds	Hartford International Opportunities Fund	5,218	109,059
ClearBridge Advisors	ClearBridge Small Cap Growth Fund	14,261	744,839
Fidelity Management Trust Company*	Fidelity Managed Income Portfolio	753,794	753,794
Fidelity Management Trust Company*	Fidelity Strategic Income Fund	64,982	824,619
Fidelity Management Trust Company*	Fidelity Government Money Market Portfolio	2,610,664	2,610,664
Fidelity Management Trust Company*	Fidelity Puritan Fund	108,791	2,955,857
Fidelity Management Trust Company*	Fidelity Diversified International Fund	296,429	4,570,940
Fidelity Management Trust Company*	Fidelity 500 Index Fund	41,561	6,870,818
Fidelity Management Trust Company*	Fidelity Extended Market Index Fund	8,707	759,312
Fidelity Management Trust Company*	Fidelity Freedom Funds	1,450,681	23,372,679
Fidelity Management Trust Company*	Fidelity Investment Grade Bond Fund	336,327	2,815,056
Fidelity Management Trust Company*	Fidelity Small Cap Index Fund	15,915	438,604
Fidelity Management Trust Company*	Fidelity US Bond Index Fund	53,590	642,014
Fidelity Management Trust Company*	Fidelity International Index Fund	8,331	410,643
Fidelity Management Trust Company*	Fidelity Contrafund K6	699,813	16,333,642
Virtus Investment Partners	RidgeWorth Ceredex Mid-Cap Value Equity Fund	84,773	1,142,746
Janus Enterprise	Janus Enterprise Fund	11,048	1,762,728
JPMorgan	JPMorgan Small Capital Core Fund	35,410	1,608,337
JPMorgan	JPMorgan Equity Income Fund	89,035	2,123,492
Participant loans*	Loans made to Plan participants with maturity dates ranging from 1/17/2022 to 1/08/2027 and interest rates ranging from 4.25% to 6.50%		658,970
	Total		\$ <u>74,361,751</u>

*Denotes party-in-interest

Cost information may be omitted with respect to participant or beneficiary directed transactions under an individual account plan.

All information on the accompanying schedule was derived from information certified as complete and accurate by the Trustee.

See accompanying independent auditor's report.



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FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN
Financial Statements and Supplemental Schedule
December 31, 2021 and 2020
(With Independent Auditor's Report Thereon)

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN
Financial Statements and Supplemental Schedule
December 31, 2021 and 2020

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Independent Auditor's Report

To the Plan Administrator
FuelCell Energy, Inc. Capital Accumulation Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements

We have performed an audit of the financial statements of FuelCell Energy, Inc. Capital Accumulation Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C)"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements ("2021 Financial Statements").

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2021 Financial Statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the Plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2021, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion on the 2021 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the *Auditor's Responsibilities for the Audit of the 2021 Financial Statements* section:

- The amounts and disclosures in the accompanying 2021 Financial Statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying 2021 Financial Statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the 2021 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the 2021 Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2021 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current Plan instrument, including all Plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the 2021 Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2021 Financial Statements* section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a significant likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 Financial Statements, and reading the disclosures relating to the certified investment information to assess whether

they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

2021 Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) as of December 31, 2021, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the 2020 Financial Statements

We were engaged to audit the 2020 financial statements of the Plan. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed us not to perform and we did not perform any auditing procedures with respect to the information certified by a qualified institution. In our report dated July 22, 2021, we indicated that (a) because of the significance of the information that we did not audit, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and (b) the form and content of the information included in the 2020 financial statements other than that derived from the certified information were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



Hartford, Connecticut
September 19, 2022

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Statements of Net Assets Available for Benefits

December 31, 2021 and 2020

	2021	2020
Investments, at fair value (note 3):	\$ <u>73,702,781</u>	\$ <u>69,322,665</u>
Receivables:		
Notes receivable from participants	658,970	635,098
Employer contributions	<u>24,659</u>	<u>21,823</u>
Total receivables	<u>683,629</u>	<u>656,921</u>
Net assets available for benefits	\$ <u><u>74,386,410</u></u>	\$ <u><u>69,979,586</u></u>

See accompanying notes to financial statements.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2021

Additions to net assets attributed to:

Interest (note 3)	\$ 32,426
Dividends (note 3)	4,324,991
Net appreciation in fair value of investments (note 3)	6,399,024
Other income	20,000
Contributions:	
Employer contributions	442,257
Participant contributions	2,500,535
Participant rollovers	63,093
Total additions	<u>13,782,326</u>

Deductions from net assets attributed to:

Benefits paid to participants	9,362,941
Administrative expenses	12,561
Total deductions	<u>9,375,502</u>
Net increase	<u>4,406,824</u>

Net assets available for benefits:

Beginning of year	<u>69,979,586</u>
End of year	<u><u>\$ 74,386,410</u></u>

See accompanying notes to financial statements.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

(1) Description of the Plan

(a) General

The FuelCell Energy, Inc. Capital Accumulation Plan (the "Plan") is a defined contribution plan which was established by FuelCell Energy, Inc. (the "Company" or "Plan Sponsor") on January 19, 1987.

The Plan is a defined contribution profit-sharing plan covering all eligible full-time and part-time employees of the Company who are 18 years of age or older. Participation in the Plan is voluntary, and the Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Participants should refer to the Fidelity Basic Plan Document Number 17 (the "Volume Submitter Plan"), the Adoption Agreement revised November 2014, and the Trust Agreement (collectively, the "Agreement") for a complete description of the Plan's provisions.

Fidelity Management Trust Company (the "Trustee") is the Trustee of the Plan. Fidelity Investments Institutional Operations Company, Inc. is the recordkeeper of the Plan. The Retirement Plan Fiduciary Committee determines the appropriateness of the Plan's investment offerings and monitors investment performance.

(b) Contributions

After participants satisfy the Plan's eligibility and entry date requirements, they may contribute, through payroll deductions, from 1% to 50% of their base pay on a pre-tax basis, as defined by the Plan. Participants may designate some or all of their contributions as Roth deferral contributions. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate. Beginning on January 1, 2016, automatically enrolled participants have their deferral rate set at 4% of eligible compensation, which automatically increases by 1% per year up to a maximum of 8%, and their contributions invested in a designated balanced fund until changed by the participant. These contribution amounts are subject to statutory limitations of the amount of compensation that may be taken into account each Plan year.

The Plan provides that participants who are expected to attain age 50 or older by the end of the calendar year and who are making the maximum amount of pre-tax contributions permitted under the Plan may make an additional contribution called a "catch-up contribution". Participants may only make this contribution if they make pre-tax contributions equal to the lesser of: (1) \$19,500 in 2021 and 2020 and thereafter as adjusted for changes in the cost of living, or (2) the limits on pre-tax contributions established through non-discrimination testing of the Plan.

Participants may also contribute amounts representing distributions from other qualified defined contribution plans. The Company provides a matching contribution equal to 25% of the first 8% of employee salary deferrals, provided that the employee contributes a minimum of 2% of eligible earnings to the Plan.

(c) Participant Accounts

Upon enrollment in the Plan, separate accounts are maintained for each participant. The participant's account is credited with the participant's contributions and allocations of the Company's contributions, and Plan earnings (losses) and charged with an allocation of administrative expenses paid by the Plan. Allocations to participant accounts are based on participant earnings, account balances, or specific

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

participant transactions as defined. A participant may direct employee and employer contributions in any of the investment options offered by the Plan in increments of 1%.

Participants may change their investment options at any time. As of December 31, 2021, the Plan investment options consisted of seventeen mutual funds, one money market fund, one common trust fund and a variety of target date funds managed by Fidelity Investments. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants also have the option to invest in a BrokerageLink account which is a brokerage account established through Fidelity as part of the Plan. There is no minimum amount for direct payroll contributions into a BrokerageLink account; however, to open an account, there is an initial investment of \$2,500 and a \$1,000 minimum for each subsequent transfer from a Standard Plan Option. Participants are prohibited from investing in the common stock of FuelCell Energy, Inc.

(d) *Vesting*

Participants are immediately vested in their own contributions plus actual earnings (losses) thereon. All employer contributions plus actual earnings (losses) thereon become vested based upon the participant's length of service with the Company. Participants vest at the rate of 20% per year of service and are 100% vested after five years of service. A participant becomes 100% vested at age 65 regardless of the number of years of service. If a participant is terminated prior to the aforementioned years of service, non-vested Company contributions are forfeited and used to reduce the Company's future employer contributions and/or Plan expenses. If termination is the result of death or disability, the participant is deemed 100% vested in all contributions.

(e) *Payment of Benefits and Withdrawals*

At age 59½ and thereafter, an active employee can withdraw funds from the balance of his account at any time. On termination of service due to death, disability, or retirement, the entire vested balance in the participant's account may be distributed to the participant in a lump-sum payment, rolled over into another qualified plan, or left in the Plan (subject to minimum required balance).

While employed, a participant can withdraw all, or a portion of their previously contributed after-tax account balance, once each Plan Year, without penalty, upon written request and approval by the Plan Administrator. Withdrawals of other than after-tax contributions are only permitted for financial hardship if other sources are not available until the age of 59 ½. No withdrawals of the employer contributions are allowed regardless of financial hardship until the age of 59 ½.

(f) *Notes Receivable from Participants*

The loan provisions of the Plan allow participants to have up to two loans outstanding at any given time and loan amounts must be a minimum of \$1,000 and a maximum amount of the lesser of \$50,000, reduced by the highest outstanding loan balance in their account during the prior twelve-month period, or 50% of their vested account balance. Loans are repayable with interest at a rate comparable to the rate that would be available from commercial lending institutions under similar circumstances. The maximum term for all loans, except loans taken out for the purchase of a primary residence, is five years. For loans taken out for the purchase of a primary residence, the maximum term is ten years.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

(g) Forfeitures

Forfeitures used to reduce employer contributions during 2021 totaled \$7,050. As of December 31, 2021 and 2020, the forfeitures balance was \$4,786 and \$1,260, respectively.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

(b) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 4 for fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

(c) Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2021 or 2020.

(d) Payment of Benefits

Benefits are recorded when paid.

(e) Administrative Expenses

The Plan's expenses are paid either by the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Expenses incurred in connection with the administration of the Plan that are paid by the Plan are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

(f) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires the Plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the reported changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

(g) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

(h) Recently Adopted Accounting Guidance

None.

(i) Subsequent events

The Plan has evaluated subsequent events through September 19, 2022, which is the date the financial statements were available to be issued.

(3) Information Certified by the Trustee

All investment information and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments at fair value at December 31, 2021 and 2020, and net appreciation in fair value of investments, interest, and dividends for the year ended December 31, 2021, were obtained from information supplied to the Plan administrator and certified as complete and accurate by the Trustee, in accordance with section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

(4) Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability; and
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2021 and 2020.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end. The mutual funds held by the Plan are deemed to be actively traded.

Money market funds: Valued at NAV. NAV is based on the fair value of underlying investments in the fund. There are no restrictions on redemption and the Plan can redeem on a daily basis.

Common trust fund: Valued at the NAV of units of a bank common trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the common trust fund, the issuer reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Bonds: Valued using pricing models maximizing the use of observable inputs for similar securities.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at fair value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 68,128,037	\$ -	\$ -	\$ 68,128,037
Common stock	1,240,121	-	-	1,240,121
Money market funds	3,576,779	-	-	3,576,779
Bonds	-	4,050	-	4,050
Total assets in fair value hierarchy	<u>\$ 72,944,937</u>	<u>\$ 4,050</u>	<u>\$ -</u>	<u>\$ 72,948,987</u>
Investments measured at net asset value (a)				<u>753,794</u>
Total assets, at fair value				<u>\$ 73,702,781</u>

Assets at fair value as of December 31, 2020				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 63,646,902	\$ -	\$ -	\$ 63,646,902
Common stock	978,561	-	-	978,561
Money market funds	4,299,123	-	-	4,299,123
Rights/warrants	4,560	-	-	4,560
Bonds	-	3,601	-	3,601
Total assets in fair value hierarchy	<u>\$ 68,929,146</u>	<u>\$ 3,601</u>	<u>\$ -</u>	<u>\$ 68,932,747</u>
Investments measured at net asset value (a)				<u>389,918</u>
Total assets, at fair value				<u>\$ 69,322,665</u>

- (a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

The following table summarizes investments for which fair value is measured using NAV per share practical expedient as of December 31, 2021 and 2020. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

		Unfunded	Redemption frequency (if currently eligible)	Redemption notice Period
<u>2021</u>	<u>Fair Value</u>	<u>commitment</u>		
Fidelity Managed Income Portfolio	<u>\$ 753,794</u>	None	Daily	1 Day
<u>2020</u>	<u>Fair Value</u>	<u>Unfunded commitment</u>	<u>Redemption frequency (if currently eligible)</u>	<u>Redemption notice Period</u>
Fidelity Managed Income Portfolio	<u>\$ 389,918</u>	None	Daily	1 Day

(5) Tax Status

The Plan uses a volume submitter plan designed by Fidelity Management & Research Company. The Internal Revenue Service (IRS) has informed Fidelity Management & Research Company by an advisory letter dated March 31, 2014 that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code (the IRC). The Plan itself has not received a determination letter from the IRS. Although the Plan has been amended since receiving the advisory letter, the Plan administrator believes that the Plan currently is designed and being operated in compliance with the applicable requirements of the IRC and, therefore, the Plan and the related trust is tax exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2021 and 2020, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

(6) Party-In-Interest Transactions

Fidelity Management Trust Company, Fidelity Investments Institutional Operations Company, Inc., the Company, and participants receiving Plan loans are parties-in-interest as defined in section 3(14) of ERISA. Certain of the Plan's investments are managed by Fidelity Management Trust Company or its affiliates.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Notes to Financial Statements

December 31, 2021 and 2020

Management fees and investment expenses incurred by the Plan are included in net appreciation (depreciation) in fair value of investments. During 2021, expenses paid directly out of Plan assets to the Trustee and its affiliates were \$12,561. During the years 2021 and 2020, there were no prohibited party-in-interest transactions.

The Plan received revenue sharing credits from Fidelity in the amount of \$20,000 during 2021. This amount, which is shown as other income in the accompanying financial statements, was allocated to participants.

(7) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer contributions.

FUELCELL ENERGY, INC.
CAPITAL ACCUMULATION PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2021 and 2020

Identity of issue, borrower, lessor or similar party	Description of investments including maturity date, rate of interest, collateral, par, or maturity value	Shares held	Current value
Fidelity Management Trust Company*	Brokeragelink - Common Stock	—	\$ 1,240,121
Fidelity Management Trust Company*	Brokeragelink - Cash Reserves	—	966,115
Fidelity Management Trust Company*	Brokeragelink - External Funds	—	435,437
Fidelity Management Trust Company*	Brokeragelink - Unit	—	179,372
Fidelity Management Trust Company*	Brokeragelink - Fidelity Fund	—	27,843
Fidelity Management Trust Company*	Brokeragelink - Corporate Bond	—	4,050
Hartford Funds	Hartford International Opportunities Fund	5,218	109,059
ClearBridge Advisors	ClearBridge Small Cap Growth Fund	14,261	744,839
Fidelity Management Trust Company*	Fidelity Managed Income Portfolio	753,794	753,794
Fidelity Management Trust Company*	Fidelity Strategic Income Fund	64,982	824,619
Fidelity Management Trust Company*	Fidelity Government Money Market Portfolio	2,610,664	2,610,664
Fidelity Management Trust Company*	Fidelity Puritan Fund	108,791	2,955,857
Fidelity Management Trust Company*	Fidelity Diversified International Fund	296,429	4,570,940
Fidelity Management Trust Company*	Fidelity 500 Index Fund	41,561	6,870,818
Fidelity Management Trust Company*	Fidelity Extended Market Index Fund	8,707	759,312
Fidelity Management Trust Company*	Fidelity Freedom Funds	1,450,681	23,372,679
Fidelity Management Trust Company*	Fidelity Investment Grade Bond Fund	336,327	2,815,056
Fidelity Management Trust Company*	Fidelity Small Cap Index Fund	15,915	438,604
Fidelity Management Trust Company*	Fidelity US Bond Index Fund	53,590	642,014
Fidelity Management Trust Company*	Fidelity International Index Fund	8,331	410,643
Fidelity Management Trust Company*	Fidelity Contrafund K6	699,813	16,333,642
Virtus Investment Partners	RidgeWorth Ceredex Mid-Cap Value Equity Fund	84,773	1,142,746
Janus Enterprise	Janus Enterprise Fund	11,048	1,762,728
JPMorgan	JPMorgan Small Capital Core Fund	35,410	1,608,337
JPMorgan	JPMorgan Equity Income Fund	89,035	2,123,492
Participant loans*	Loans made to Plan participants with maturity dates ranging from 1/17/2022 to 1/08/2027 and interest rates ranging from 4.25% to 6.50%		658,970
	Total		\$ <u>74,361,751</u>

*Denotes party-in-interest

Cost information may be omitted with respect to participant or beneficiary directed transactions under an individual account plan.

All information on the accompanying schedule was derived from information certified as complete and accurate by the Trustee.

See accompanying independent auditor's report.



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