



IMPORTANT SPECIAL MEETING INFORMATION



Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



Special Meeting Proxy Card

PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A Proposals — THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" PROPOSAL NO. 1, PROPOSAL NO. 2, PROPOSAL NO. 3, PROPOSAL NO. 4, PROPOSAL NO. 5 AND PROPOSAL NO. 6.

The undersigned hereby instructs said proxies or their substitutes:

Table with 6 rows of proposals and 3 columns for For, Against, and Abstain. Includes a plus sign on the right.

DISCRETIONARY AUTHORITY: To vote with discretionary authority with respect to all other matters which may properly come before the Special Meeting or any adjournments thereof.

B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as your name appears hereon. If stock is held jointly, signature should include both names. Administrators, Trustees, Guardians and others signing in a representative capacity, please give your full titles.

Date (mm/dd/yyyy) — Please print date below.

Date input box with slashes

Signature 1 — Please keep signature within the box.

Signature 1 input box

Signature 2 — Please keep signature within the box.

Signature 2 input box

1 U P X 1 2 2 5 1 6 2

**Important Notice Regarding the Availability of Proxy Materials for Green Energy Management Services Holdings, Inc.'s
Special Meeting of Stockholders to be Held on October 18, 2011**

The Proxy Statement and a form of a proxy card are available at <http://www.gempowered.com>.

▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy — GREEN ENERGY MANAGEMENT SERVICES HOLDINGS, INC.

**THIS PROXY IS SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS OF
GREEN ENERGY MANAGEMENT SERVICES HOLDINGS, INC.**

The undersigned, a stockholder of Green Energy Management Services Holdings, Inc., a Delaware corporation (the "Company"), does hereby appoint Ronald P. Ulfers, Jr., and Peter P. Barrios, and each of them, as proxies, with full power of substitution, in the name, place and stead of the undersigned, to vote at the Special Meeting of Stockholders of the Company (the "Special Meeting") to be held at the offices of Kaye Scholer LLP, located at 425 Park Avenue, New York, New York 10022, on Tuesday, October 18, 2011, at 9:00 a.m., Eastern time, and at any adjournments thereof, all of the shares of the Company's common stock that the undersigned would be entitled to vote if personally present, in accordance with and as described in the Notice and Proxy Statement for the Special Meeting.

THIS PROXY WILL BE VOTED AS SPECIFIED EXCEPT THAT IF NO INSTRUCTIONS ARE INDICATED, IT WILL BE VOTED "FOR" PROPOSAL NO. 1, PROPOSAL NO. 2, PROPOSAL NO. 3, PROPOSAL NO. 4, PROPOSAL NO. 5 AND PROPOSAL NO. 6.

Please Sign, Date and Return the Proxy Card Promptly Using the Enclosed Envelope.

(continued, and to be signed on reverse side)