

▼ FOLD AND DETACH HERE AND READ THE REVERSE SIDE ▼

PROXY

Please mark
your votes
like this



The Board of Directors recommends a vote FOR Proposals 1 and 2. To vote in accordance with the Board of Directors recommendations, just sign below – no boxes need to be checked.

1. To elect five (5) directors of the company to serve a term of one (1) year or until their successors are duly elected and qualified:

	<input type="checkbox"/>	FOR ALL NOMINEES	WITHHOLD AUTHORITY FOR ALL NOMINEES	FOR ALL EXCEPT (see instructions below)
(01) George N. Hatsopoulos	<input type="checkbox"/>			
(02) John N. Hatsopoulos	<input type="checkbox"/>			
(03) Earl R. Lewis	<input type="checkbox"/>			
(04) Charles T. Maxwell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(05) Deanna M. Peterson	<input type="checkbox"/>			

Instruction: To withhold authority to vote for any individual nominee(s), mark “FOR ALL EXCEPT” and mark the box next to each nominee you wish to withhold, as shown here.

2. To ratify the selection by the Audit Committee of our Board of Directors of the firm of Caturano and Company, P.C., as our independent registered public accounting firm for the fiscal year ending December 31, 2010.

	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN ABOVE

Unless otherwise specified by the undersigned, this proxy will be voted FOR all nominees for Director and for Proposal 2 and also will be voted by the proxy holders at their discretion as to any other matters properly transacted at the Annual Meeting or any postponement or adjournment thereof.

MARK “X” HERE IF YOU PLAN TO ATTEND THE MEETING

COMPANY ID:

PROXY NUMBER:

ACCOUNT NUMBER:

Signature _____ Signature _____ Date _____, 2010.

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as an executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign the full corporate name by a duly authorized officer, giving full title as such. If signer is a partnership, please sign in the partnership’s name by an authorized partner.

**ANNUAL MEETING OF SHAREHOLDERS OF
AMERICAN DG ENERGY INC.**

May 27, 2010

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PROXY FORM

AMERICAN DG ENERGY INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

*Proxy for the Annual Meeting of Shareholders,
May 27, 2010 at 1:00 P.M.*

The undersigned hereby constitutes and appoints John N. Hatsopoulos, Barry J. Sanders and Anthony S. Loumidis, or any one of them (with full power to act alone), as Proxies of the undersigned, with full power of substitution, to vote all of the common stock of American DG Energy Inc. which the undersigned has the full power to vote at the Annual Meeting of Shareholders of American DG Energy Inc. to be held at the corporate headquarters of American DG Energy Inc. at 45 First Avenue, Waltham, Massachusetts, on Thursday, May 27, 2010 at 1:00 p.m, and at any adjournments thereof, in the transaction of any business which may come before said meeting, with all the powers the undersigned would possess if personally present and particularly to vote each matter set forth on the reverse side, all as in accordance with the Notice of Annual Meeting and Proxy Statement furnished with this Proxy.

(Continued, and to be marked, dated and signed, on the other side)