

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

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**CAPSTONE GREEN ENERGY CORPORATION**

(Name of Registrant as Specified In Its Charter)

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N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table in exhibit required per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - Fee paid previously with preliminary materials.
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CAPSTONE GREEN ENERGY CORPORATION  
16640 STAGG STREET  
VAN NUYS, CA 91411

Ricky Campana  
P.O. Box 123456  
Suite 500  
51 Mercedes Way  
Edgewood, NY 11717



FLASHID-JOB#

# Your **Vote** Counts!

CAPSTONE GREEN ENERGY CORPORATION

2022 Annual Meeting  
Vote by September 11, 2022  
11:59 PM ET



1 OF 2  
322,224  
148,294

30#



**You invested in CAPSTONE GREEN ENERGY CORPORATION and it's time to vote!**  
You have the right to vote on proposals being presented at the Annual Meeting. This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on September 12, 2022.

### Get informed before you vote

View the Notice & Proxy Statement, Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to August 29, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxymaterial.com](mailto:sendmaterial@proxymaterial.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #



### Smartphone users

Point your camera here and vote without entering a control number



### Vote Virtually at the Meeting\*

September 12, 2022  
11:00 AM PDT

Virtually at:  
[www.virtualshareholdermeeting.com/CGRN2022](http://www.virtualshareholdermeeting.com/CGRN2022)

\*Please check the meeting materials for any special requirements for meeting attendance.

**THIS IS NOT A VOTABLE BALLOT**

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

SHARE CLASSES REPRESENTED FOR VOTING  
 THE COMPANY NAME INC. - COMMON ASDFGHJKL 123456789.1234  
 THE COMPANY NAME INC. - CLASS A 123456789.1234  
 THE COMPANY NAME INC. - CLASS B 123456789.1234  
 THE COMPANY NAME INC. - CLASS C 123456789.1234  
 THE COMPANY NAME INC. - CLASS D 123456789.1234  
 THE COMPANY NAME INC. - CLASS E 123456789.1234  
 THE COMPANY NAME INC. - CLASS F 123456789.1234  
 THE COMPANY NAME INC. - 401 K 123456789.1234

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b> 01) Robert C. Flexon                      03) Yon Y. Jorden                      05) Denise Wilson 02) Darren R. Jamison                    04) Robert F. Powelson              06) Ping Fu	<input checked="" type="radio"/> For
2. Approve an amendment to increase the number of shares available for issuance under the Capstone Green Energy Corporation 2017 Equity Incentive Plan by 600,000.	<input checked="" type="radio"/> For
3. Advisory vote on the compensation of the Company's named executive officers as presented in the proxy statement.	<input checked="" type="radio"/> For
4. Ratification of the amendment to the Company's Rights Agreement with Broadridge Financial Solutions, Inc., as rights agent, dated as of May 6, 2019 (the "NOL Rights Agreement"), extending the Final Expiration Date under the NOL Rights Agreement from May 6, 2022 to May 6, 2025.	<input checked="" type="radio"/> For
5. Ratification of the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2023.	<input checked="" type="radio"/> For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	