

Declaration of Compliance concerning the German Corporate Governance Code

In accordance with § 161 Aktiengesetz (German Stock Corporations Act), the Managing Board and Supervisory Board of SMA Solar Technology AG declare:

Since the last Declaration of Compliance dated November 30, 2010 SMA Solar Technology AG has complied and will continue to comply with the recommendations of the "Regierungskommission Deutscher Corporate Governance Kodex" (Government Commission German Corporate Governance Code) in the version dated May 26, 2010, published in the electronic Federal Gazette (Bundesanzeiger) on July 2, 2010 with the following exceptions:

- Notwithstanding Article 5.4.1, Sentence 2 and 3 of the current German Corporate Governance Code, the Supervisory Board has not yet identified specific goals regarding its composition beyond the recommendation on age limits set forth in the By-Laws of the Supervisory Board. This was due to the inability of the Supervisory Board to act in a manner befitting the importance of this issue at the time. Hence, notwithstanding Article 5.4.1, Sentence 4 of the current German Corporate Governance Code, no goals of this kind were considered when nominating candidates for election to the Supervisory Board.
- Mr. Günther Cramer and Mr. Peter Drews were nominated for election to the Supervisory Board at the Annual General Meeting and selected to join on May 26, 2011. As a result, notwithstanding Article 5.4.2, Sentence 3 of the German Corporate Governance Code, there are now more than two former members of the Managing Board on the Supervisory Board. Mr. Reiner Wettlaufer, who is a founder and main shareholder as well as a former member of the Management Board, is already on the Supervisory Board.

The Supervisory Board thinks that it is very important to retain them for the Company as members of the Supervisory Board, even though they previously have been Management Board members, in order to continue consistently the development work of the Company's founders. In this way, the intended generational change in the corporate management will be attended to in an optimum way, and any uncertainty on the part of employees, customers, business partners and investors can be precluded from the beginning. In light of the fact that they are major shareholders, it is justifiable for the Supervisory Board to include more than two former members of the Management Board.

Niestetal, June 9, 2011

The Managing Board

The Supervisory Board