



Declaration of Conformity in terms of the German Corporate Governance Code

In accordance with § 161 (1) sentence 1 German Stock Corporation Act, the Managing Board and the Supervisory Board of SMA Solar Technology AG declare:

Since the last Declaration of Conformity dated November 26, 2009 SMA Solar Technology AG has complied and will continue to comply with the recommendations of the Government Commission German Corporate Governance Code in the version dated June 18, 2009, published in the electronic Federal Gazette on August 5, 2009 with the following exception:

- In deviation from Article 5.4.1 sentence 2 of the German Corporate Governance Code ("Code") and from the Rules of Procedure of the Supervisory Board in terms of the recommended maximum age of 75 years for the end of the term of office, Prof. (em) Dr.-Ing. Werner Kleinkauf will be proposed for election as a member of the new Supervisory Board at the Annual General Meeting on May 27, 2010. The Supervisory Board is of the opinion that Prof. (em) Dr.-Ing. Werner Kleinkauf, in spite of his age, is a suitable candidate due to his broad experience and due to the fact that he is one of the founders and a major shareholder in the company.
- Mr. Reiner Wettlaufer has announced that he will be standing as a candidate for the Supervisory Board at the Company's Annual General Meeting on May 27, 2010. Mr. Günther Cramer and Mr. Peter Drews have announced that they will be standing as candidates in 2011 in the election for the Supervisory Board. If these three gentlemen, who are founders of and major shareholders in the Company, are elected to the Supervisory Board, it will include, in deviation from Article 5.4.2 sentence 3 of the Code, more than two former members of the Management Board. The Supervisory Board is of the opinion 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 work in building up the company. In this way, the intended generational change in the corporate management will be accompanied in an optimum way, and any uncertainty on the part of employees, customers, business partners and investors can be precluded from the beginning. Against the backdrop that they are major shareholders, it is to be accepted that the Supervisory Board will include more than two former members of the Management Board. However, the decision on a nomination is to be made by the new Supervisory Board, which will be elected in May 2010; the election will actually take place at the Annual General Meeting in 2011, so that the deviation from the Code will only actually occur on the occasion of such an election.

Niestetal, February 23, 2010

The Managing Board

The Supervisory Board