

Declaration of Conformity concerning the German Corporate Governance Code

In accordance with Section 161 German Stock Corporation Act, the Managing Board and the Supervisory Board of SMA Solar Technology AG declare:

Since the last Declaration of Conformity dated February 23, 2010, **SMA Solar Technology AG** has complied and will continue to comply with the recommendations of the Government Commission German Corporate Governance Code, initially in the version dated June 18, 2009, published in the electronic Federal Gazette on August 5, 2009 and, since its effective date, in the version dated May 26, 2010, published in the electronic Federal Gazette on July 2, 2010, with the following exceptions:

- In deviation from Article 5.4.1 sentence 2 in the old version 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 a term of office, Prof. (em) Dr.-Ing. Werner Kleinkauf was proposed for election as a member of the new Supervisory Board at the Annual General Meeting on May 27, 2010. The Supervisory Board was of the opinion that Prof. (em) Dr.-Ing. Werner Kleinkauf, in spite of his age, was a suitable candidate due to his broad experience and due to the fact that he is one of the founders and major shareholders in the Company.
- In deviation from Article 5.4.1 sentences 2 and 3 in the new version of the Code and apart from the recommendation regarding the age limit, contained in the Rules of Procedure of the Supervisory Board, the Supervisory Board has not yet specified concrete objectives regarding its composition, since it has not yet been possible to deal with this topic in conformity with its importance. Therefore, in deviation from Article 5.4.1 sentence 4 of the Code, such objectives will not be taken into account in the recommendations for the Supervisory Board election.
- Mr. Günther Cramer and Mr. Peter Drews have announced that they will be standing as candidates at the Annual General Meeting on May 26, 2011 in the election for the Supervisory Board. If these two 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. Mr. Reiner Wettlaufer, also a founder and major shareholder as well as former member of the Management Board, is already a member of the Supervisory 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 founders' 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.

Niestetal, November 30, 2010

A handwritten signature in black ink, appearing to be 'G. H. .' with a stylized flourish at the end.

The Managing Board

A handwritten signature in black ink, appearing to be 'Burkard' in a cursive script.

The Supervisory Board