



Declaration of Conformity Concerning the German Corporate Governance Code

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

Since the last Declaration of Conformity dated December 5, 2012, SMA Solar Technology AG has complied, with the exceptions mentioned below in number (1) and (2), with the recommendations of the "Regierungskommission Deutscher Corporate Governance Kodex" (Government Commission German Corporate Governance Code) in the version dated May 15, 2012, published in the electronic Federal Gazette (Bundesanzeiger) on June 15, 2012. The Company has complied with the recommendations of the Government Commission German Corporate Governance Code in the version dated May 13, 2013, published in the electronic Federal Gazette on June 10, 2013, with the exception set out below in number (1) and will continue to comply with them in future with the exceptions set out below in number (1):

(1) Notwithstanding Article 5.4.2, Sentence 3 of the German Corporate Governance Code, there are more than two former members of the Managing Board on the Supervisory Board, namely Mr. Günther Cramer, Mr. Peter Drews and Mr. Reiner Wettlaufer.

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 Managing Board members, in order to continue consistently the development work of the Company's founders. 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 Managing Board.

(2) Under Article 5.4.6, Sentence 5 of the German Corporate Governance Code, a performance-related remuneration component for members of the Supervisory Board should be based on sustainable corporate development. In addition to reimbursement of expenses and a fixed remuneration, the members of the Supervisory Board received a variable annual remuneration for the fiscal year 2012 with regard to the success of the Company. According to the prevailing opinion of legal theorists, this did not correspond to the requirements on sustainability and thus represents a deviation from the recommendation included in Article 5.4.6, Sentence 5 of the German Corporate Governance Code.

Effective January 1, 2013, the remuneration system for the Supervisory Board was amended to meet the recommendations of the German Corporate Governance Code.

Niestetal, December 4, 2013

The Managing Board

The Supervisory Board