



SMA Solar Technology AG
Niestetal

WKN: A0DJ6J
ISIN: DE000A0DJ6J9

We are pleased to invite our shareholders to the

Annual General Meeting

of SMA Solar Technology AG, Niestetal, Germany

on Tuesday, June 1, 2021, at 10:00 a.m. CEST

which will be held virtually **without the physical presence of shareholders or their authorized representatives (except for the proxies designated by the Corporation)** at the headquarters of SMA Solar Technology AG, Sonnenallee 1, 34266 Niestetal, Germany.

NOTE:

This year's Annual General Meeting will again be held virtually without the physical presence of the shareholders and their authorized representatives (except for the proxies appointed by the Corporation) in accordance with Article 1(2) sentence 1 of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (Covid-19 Act) of March 27, 2020, as amended on December 22, 2020 ("Covid-19-AuswBekG"), at the headquarters of SMA Solar Technology AG, Sonnenallee 1, 34266 Niestetal, Germany (place of the Annual General Meeting within the meaning of the German Stock Corporation Act).

Please note that shareholders or their authorized representatives (except for the proxies appointed by the Corporation) **will not be able to physically attend the virtual Annual General Meeting. The virtual Annual General Meeting will be webcast live for properly registered shareholders via the shareholders' portal that we provide at <http://www.sma.de/en/investor-relations/annual-general-meeting>.** This webcast does not enable attendance of the virtual Annual General Meeting within the meaning of Article 118(1) sentence 2 of the German Stock Corporation Act.

For details on the rights of shareholders and their authorized representatives, please refer to the additional information and notes described in the notice convening the Annual General Meeting following the agenda.

I. Agenda:

- 1. Presentation of the adopted Annual Financial Statements as of December 31, 2020 of SMA Solar Technology AG, the approved Consolidated Financial Statements as of December 31, 2020, the Combined Management Report of SMA Solar Technology AG and the Group for the 2020 fiscal year, as well as the report of the Supervisory Board, the Managing Board's proposal on the appropriation of the balance sheet profit for the 2020 fiscal year and the explanatory report of the Managing Board on the disclosures pursuant to Article 289a(1), Article 315a(1) of the German Commercial Code for the 2020 fiscal year**

The documents mentioned under agenda item 1 are available on our Investor Relations website at

<http://www.sma.de/en/investor-relations/annual-general-meeting>

They can also be accessed there for the duration of the virtual Annual General Meeting. The documents will also be explained in more detail at the Annual General Meeting. In accordance with statutory provisions, a resolution is not planned for agenda item 1, as the Supervisory Board has already approved the Annual Financial Statements and Consolidated Financial Statements prepared by the Managing Board, thus adopting the Annual Financial Statements, so that an adoption by the Annual General Meeting is not required.

2. Resolution on the Appropriation of the Balance Sheet Profit from the 2020 Fiscal Year

The Managing Board and Supervisory Board propose that the balance sheet profit of *€171,717,298.69* reported in the adopted Annual Financial Statements for 2020 be appropriated as follows:

Distribution of a dividend of €0.30

per dividend-paying bearer share

€10,410,000.00

Accumulated income

€161,307,298.69

In accordance with Article 58(4) sentence 2 of the German Stock Corporation Act, the entitlement to the dividend is due on the third business day following the resolution of the Annual General Meeting, i.e., on Friday, June 4, 2021.

3. Resolution on the Individual Ratification of the Managing Board Members' Actions in the 2020 Fiscal Year

The Managing Board and Supervisory Board propose to vote on the ratification of the Managing Board members' actions in the 2020 fiscal year on a person-by-basis, i.e., by way of individual ratification.

- a) The Managing Board and Supervisory Board propose that the actions of Ulrich Hadding in the 2020 fiscal year be ratified.
- b) The Managing Board and Supervisory Board propose that the actions of Dr.-Ing. Jürgen Reinert in the 2020 fiscal year be ratified.

4. Resolution on the Individual Ratification of the Supervisory Board Members' Actions in the 2020 Fiscal Year

The Managing Board and Supervisory Board propose to vote on the ratification of the Supervisory Board members' actions in the 2020 fiscal year on a person-by-person basis, i.e., by way of individual ratification.

- a) The Managing Board and Supervisory Board propose that the actions of Roland Bent in the 2020 fiscal year be ratified.
- b) The Managing Board and Supervisory Board propose that the actions of Martin Breul in the 2020 fiscal year be ratified.
- c) The Managing Board and Supervisory Board propose that the actions of Oliver Dietzel in the 2020 fiscal year be ratified.
- d) The Managing Board and Supervisory Board propose that the actions of Peter Drews in the 2020 fiscal year be ratified.
- e) The Managing Board and Supervisory Board propose that the actions of Dr. Erik Ehrentraut in the 2020 fiscal year be ratified.
- f) The Managing Board and Supervisory Board propose that the actions of Kim Fausing in the 2020 fiscal year be ratified.

- g) The Managing Board and Supervisory Board propose that the actions of Johannes Häde in the 2020 fiscal year be ratified.
- h) The Managing Board and Supervisory Board propose that the actions of Heike Haigis in the 2020 fiscal year be ratified.
- i) The Managing Board and Supervisory Board propose that the actions of Alexa Hergenröther in the 2020 fiscal year be ratified.
- j) The Managing Board and Supervisory Board propose that the actions of Uwe Kleinkauf in the 2020 fiscal year be ratified.
- k) The Managing Board and Supervisory Board propose that the actions of Ilonka Nussbaumer in the 2020 fiscal year be ratified.
- l) The Managing Board and Supervisory Board propose that the actions of Yvonne Siebert in the 2020 fiscal year be ratified.
- m) The Managing Board and Supervisory Board propose that the actions of Romy Siegert in the 2020 fiscal year be ratified.
- n) The Managing Board and Supervisory Board propose that the actions of Jan-Henrik Supady in the 2020 fiscal year be ratified.
- o) The Managing Board and Supervisory Board propose that the actions of Dr. Matthias Victor in the 2020 fiscal year be ratified.
- p) The Managing Board and Supervisory Board propose that the actions of Hans-Dieter Werner in the 2020 fiscal year be ratified.

5. Election of the Auditor of the Annual Financial Statements and the Auditor of the Consolidated Financial Statements for the 2021 Fiscal Year and, in the Case of a Review, of the Auditor of the Condensed Financial Statements and the Interim Management Report for the First Half of the 2021 Fiscal Year

On the recommendation of the Audit Committee, the Supervisory Board proposes to appoint

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft, Hannover

as the auditor of the Annual Financial Statements and auditor of the Consolidated Financial Statements for the 2021 fiscal year and as the statutory auditor to perform the review of the Condensed Financial Statements and the Interim Management Report of the Group for the first half of the 2021 fiscal year to the extent they are subjected to such a review.

The Audit Committee has declared that its recommendation is free from any undue influence by third parties and that it is not bound by any clause limiting the selection options within the meaning of Article 16(6) of the EU Directive on Statutory Auditors.

6. Resolution on the Approval of the Remuneration System for Managing Board Members

Pursuant to Article 120a(1) AktG, the Annual General Meeting must pass a resolution on the approval of the system for the remuneration of Managing Board members presented by the Supervisory Board at least every four years or whenever there is a significant change to the existing remuneration system that has been adopted pursuant to Article 87a AktG, whichever comes first. According to the transitional rules of ARUG II, the Supervisory Board's first resolution pursuant to Article 87a(1) AktG on the Managing Board's remuneration system and the first resolution of the Annual General Meeting pursuant to § 120a(1) AktG on its approval must be passed by the end of the first Annual General Meeting held after December 31, 2020. The remuneration system for the Corporation's Managing Board members as adopted by the Supervisory Board is described under III.A "Description of the Remuneration System for Managing Board Members". This description is also available on the internet at <http://www.sma.de/en/investor-relations/annual-general-meeting>.

The Supervisory Board is following its Presidial Committee's recommendation and proposes to approve the remuneration system for the members of the Managing Board of SMA Solar Technology AG adopted by the Supervisory Board effective January 1, 2021 and described in the invitation to the Annual General Meeting on June 1, 2021 under III.A "Description of the Remuneration System for Managing Board Members".

7. Resolution on the Approval of the Remuneration System for Supervisory Board Members

Article 113(3) of the German Stock Corporation Act applies for the first time to the 2021 Annual General Meeting and sets out that a resolution on Supervisory Board members' remuneration must be passed at least every four years. A resolution that merely confirms the existing remuneration is permissible. The Supervisory Board remuneration is determined by Article 11 of the Articles of Incorporation and was set as fixed remuneration by resolution of the Annual General Meeting on May 23, 2013. An attendance fee is paid in addition for every Supervisory Board meeting or Supervisory Board committee meeting attended. In the resolution, the information required under Article 87a(1) sentence 1 AktG must be provided or referenced mutatis mutandis in a clear and comprehensible form. The information may be omitted from the Articles of Incorporation if it has been provided in the Annual General Meeting resolution. The wording of

the remuneration system for the Supervisory Board pursuant to Article 11 of the current version of the Articles of Incorporation is included under III.B "Description of the Remuneration System for Supervisory Board Members". Article III.B also includes a more detailed description of the remuneration system for the members of the Corporation's Supervisory Board that is laid out in this provision of the Articles of Incorporation.

The Managing Board and Supervisory Board propose that the remuneration system for the Supervisory Board in Article 11 of the Articles of Incorporation, including the remuneration system on which it is based and which is described in more detail in the invitation to the Annual General Meeting on June 1 2021 under III.B "Description of the Remuneration System for Supervisory Board Members", be confirmed.

8. Amendment of the Object of the Corporation – Amendments to the Articles of Incorporation

The object of the Corporation is currently set out in Article 2(1) of the Articles of Incorporation and essentially describes the Corporation's product-related activities. However, the scope of the product-related services offered by the Corporation is steadily increasing in line with the corporate strategy. This should also be emphasized more strongly in the object of the Corporation.

The Supervisory Board and Managing Board thus propose that the following resolution be adopted:

Article 2(1) of the Articles of Incorporation – Object of the Corporation – is amended to read as follows:

"The object of the Corporation is the production and sale of electrical engineering products and software, especially in the field of photovoltaics, as well as trading in electrical engineering products, software, data and energy in the field of energy management, as well as the provision of services in the aforementioned areas."

9. Facilitation of Virtual Annual General Meetings and Proof of Entitlement to Attend the Annual General Meeting – Amendment to the Articles of Incorporation

Article 123(4) AktG provides that holders of bearer shares in listed companies can attend the Annual General Meeting or exercise their voting rights if they can provide proof of the last intermediary in accordance with Article 67c(3) AktG. This option should explicitly be mentioned in the Articles of Incorporation to make it clear for all shareholders.

The Corporation's Articles of Incorporation still do not provide for the option of attending the Annual General Meeting without being present at the place of the meeting or represented by an authorized representative. The Articles of Incorporation should be modified so that shareholders who are unable to attend in person have an option to attend and exercise their rights and so that an Annual General Meeting can also be held in a time of crisis. Article 118(1) sentence 2 AktG states that the Articles of Incorporation can provide, or can authorize the Managing Board to provide, that the shareholders can attend the

Annual General Meeting without being present at the venue and without authorized representatives and exercise all or some of their rights in full or in part by electronic means of communication (online participation). Article 118(2) AktG also states that the Articles of Incorporation can provide, or can authorize the Managing Board to provide, that the shareholders can cast their votes in writing or by electronic means of communication even without attending the meeting (postal vote). Both options should be provided for in the Articles of Incorporation given the increasing use of modern electronic means of communication.

The Supervisory Board and Managing Board thus propose that the following resolution be adopted:

Article 13(2) of the Articles of Incorporation – Conditions of Participation – is reworded as follows and the following paragraphs 5 to 8 are added:

(2) The registration pursuant to paragraph (1) must be made in text form. In order to prove the entitlement according to paragraph (1), a certificate in text form confirming the ownership of shares is required from the depositary institution. The entitlement may optionally be evidenced by a certificate issued by the last intermediary pursuant to Article 67c(3) AktG. In case of shares not held in a securities depositary, certification may also be provided by the Corporation or a financial services institution against submission of the shares. The certificate must refer to the point in time given in the German Stock Corporation Act. In the event of doubts as to the correctness or authenticity of the certificate, the Corporation shall be entitled to demand a suitable further means of proof. If this further means of proof can also not dispel the doubts, the Corporation may refuse participation in the General Meeting and the exercising of voting rights.

(5) The Managing Board is authorized to permit the video and audio transmission of the Annual General Meeting in whole or in part. The transmission may also be made in a form to which the public has unrestricted access. The Managing Board determines the details in this regard.

(6) The Managing Board may provide that shareholders are permitted to cast their votes in writing or by electronic means of communication without attending the meeting (postal vote). The Managing Board also determines the further details of the procedure, which it will announce together with the notice convening the Annual General Meeting.

(7) The Managing Board is authorized to provide that shareholders may attend the Annual General Meeting without being present at its venue and without an authorized representative and may exercise all or some of their rights in whole or in part by electronic means of communication.

(8) Supervisory Board members may be permitted to attend the Annual General Meeting by means of video and audio transmission after consulting with the meeting chair and in such exceptional cases in which attendance is not at all possible or only at considerable cost due to legal restrictions or due to their place of employment or residence abroad.

10. Clarification of the Regulations on the Rights of the Deputy Chair of the Supervisory Board and the Chair of the Annual General Meeting - Amendment to the Articles of Incorporation

The provisions in the Articles of Incorporation on the role of the Supervisory Board's Deputy Chair in Article 7(1) sentence 4 and on chairing the meeting in Article 14 should be worded more precisely in connection with the inclusion of provisions on holding the Annual General Meeting virtually. In particular, it must be made clear that the Supervisory Board or the Annual General Meeting may also appoint a non-member of the Supervisory Board to chair the meeting if necessary.

The Supervisory Board and Managing Board thus propose that the following resolution be adopted:

Section 7 - Chairman and Deputy in paragraph 1 sentence 4 - is amended to read as follows:

"Subject to the provision in Article 8(6) sentence 4, the Deputy Chairman shall have the rights and obligations of the Chairman of the Supervisory Board if the latter is prevented from performing his duties."

Article 14 - Chair at the General Meeting of Stockholders - is amended to read as follows:

"(1) The Annual General Meeting shall be chaired by the Chairman of the Supervisory Board or any other Supervisory Board member representing the shareholders who has been designated by the Chairman. If neither the Chairman of the Supervisory Board nor a Supervisory Board member designated by the Chairman of the Supervisory Board is ready to chair the Annual General Meeting, the Supervisory Board shall elect the meeting chair. If the Supervisory Board does not elect the meeting chair, the meeting chair shall be elected by the Annual General Meeting. A non-member of the Supervisory Board may also be elected to serve as a meeting chair in the cases of sentences 2 and 3.

(2) The meeting chair shall chair the Annual General Meeting. The meeting chair may call upon the assistance of helpers for this purpose. In particular, the meeting chair determines the order in which the items on the agenda are addressed and in which the contributions are made, and decides upon the form of voting and the order of the votes.

(3) The meeting chair may limit the time allowed to shareholders for the right to debate; in particular, he or she can stipulate at the beginning of the Annual General Meeting or during its course a reasonable timeframe for speaking and asking questions, for the length of the Annual General Meeting per se or for individual items on the agenda."

11. Authorization of the Corporation to Acquire Treasury Shares Even after Excluding Rights to Tender, to Use Treasury Shares Even after Excluding Shareholders' Statutory Subscription Rights and to Retire Acquired Treasury Shares and Reduce Capital

The last authorization to acquire and use treasury shares expired on May 30, 2021. The following proposed resolution grants the Corporation a new authorization to acquire treasury shares, which is set to expire on May 30, 2026, and to use treasury shares acquired on the basis of this authorization.

The Managing Board and Supervisory Board propose that the following resolution be passed:

The Corporation is authorized to purchase treasury shares pursuant to Article 71(1) no. 8 AktG. This authorization is valid until May 30, 2026. It is limited to a total of 10% of the capital stock existing at the time the resolution is passed by the Annual General Meeting or – if lower – at the time the authorization is exercised. The authorization may be exercised directly by the Corporation or by a company controlled or majority-owned by the Corporation, or by third parties commissioned by the Corporation or by companies controlled or majority-owned by the Corporation, and permits the acquisition of treasury shares in whole or in part as well as the acquisition on one or more occasions.

The purchase of treasury shares can be effected via the stock exchange or by means of a public tender offer addressed to all shareholders or by means of a public solicitation to all shareholders to submit offers for sale or by issuing tender rights to the shareholders.

aa) If the purchase is made via the stock exchange or by means of a public tender offer, SMA Solar Technology AG may only pay a consideration per share (excluding incidental acquisition costs) that does not exceed or fall below the arithmetic mean of the prices of the bearer shares of SMA Solar Technology AG by more than 10% in the closing auction in Xetra trading (or a corresponding successor system) on the Frankfurt Stock Exchange during the last ten stock exchange trading days prior to the conclusion of the binding transaction, if the purchase is made via the stock exchange, or prior to the publication of the decision to make the public tender offer, if the purchase is made by way of a public tender offer. The offer may be adjusted if there are significant price deviations from the offered purchase price or the limits of the price range offered after the public tender offer has been published. In this case, the relevant amount shall be determined on the basis of the corresponding price on the last trading day prior to the publication of the adjustment; the 10% limit for exceeding or falling below the arithmetic mean shall be applied to this amount.

It is possible to limit the volume of the public tender. If the volume of offered shares exceeds the available buyback volume in a public tender offer, the purchase may be made in proportion to the shares tendered (tender ratios) instead of in proportion to the shareholding of the tendering shareholders in the Corporation (shareholding quotas), while partially excluding any right to tender. In addition, the partial exclusion of a possible right to tender may provide for preferential acceptance of smaller numbers of up to 100 tendered shares per shareholder and for commercial rounding in order to avoid fractional amounts.

bb) If the purchase is effected by means of a public solicitation to all shareholders to submit offers for sale, SMA Solar Technology AG shall set a price range per share within which the offers for sale may be submitted. The price range can be adjusted if, during the tender period, the share price changes substantially from the price in effect at the time when the solicitation to submit offers for sale was published. The purchase price that SMA Solar Technology AG is required to pay per share, which SMA Solar Technology AG will have determined based on the offers for sale it has received and which does not include incidental acquisition costs, may not exceed or fall below the arithmetic mean of the prices of the bearer shares of SMA Solar Technology AG by more than 10% in the closing auction in Xetra trading (or

a corresponding successor system) on the Frankfurt Stock Exchange during the last ten stock exchange trading days prior to the expiration date described below. The expiration date is the date on which the Managing Board of the Corporation finally and formally decides whether to accept the offers for sale.

It is possible to limit the accepted volume. If there are several equivalent offers for sale, but the volume limitation makes it impossible to accept all of them, the purchase may be made in proportion to the tender ratios instead of in proportion to the shareholding quotas while partially excluding any right to tender. In addition, the partial exclusion of a possible right to tender may provide for preferential acceptance of smaller numbers of up to 100 tendered shares per shareholder and for commercial rounding in order to avoid fractional amounts.

cc) If the purchase is effected by means of tender rights granted to the shareholders, the tender rights may be allocated for each share held in the Corporation. A certain number of tender rights shall entitle their holder to sell one share in the Corporation to the Corporation. This number shall be determined based on the ratio of the Corporation's capital stock to the volume of the shares that the Corporation intends to buy back. Tender rights may also be allocated in such a way that one tender right is granted for a certain number of shares determined by the ratio of the capital stock to the buyback volume. Fractions of tender rights will not be granted; partial tender rights are hereby excluded. The price or limits of the offered price range (without incidental acquisition costs) at or within which a share can be sold to the Corporation by exercising the tender right shall be fixed in accordance with the above paragraph bb), with the fixing date being the date on which the tender offer is published and the tender rights are granted, and shall be adjusted as appropriate, with that fixing date being the date on which the adjustment is published. The Managing Board of the Corporation shall determine the particulars of the tender rights, including, without limitation, their content, term and – if applicable – their tradability, with the consent of the Supervisory Board.

b) The Managing Board will be authorized, with the consent of the Supervisory Board, to sell treasury shares using methods other than the stock exchange or an offer to all shareholders if the shares are sold for cash at a price that is not substantially lower than the stock exchange price of same-class shares in the Corporation at the time of the sale. The shareholders' subscription right will be excluded in this case. However, this authorization is subject to the proviso that the shares sold while excluding the subscription right pursuant to Article 186(3) sentence 4 AktG must not total more than 10% of the capital stock at the time the authorization takes effect or is exercised, whichever is less. This limitation of 10% of the capital stock must include shares issued while this authorization is in effect until treasury shares are sold from authorized capital without granting subscription rights pursuant to Article 186(3) sentence 4 AktG.

The Managing Board is additionally authorized, with the consent of the Supervisory Board of SMA Solar Technology AG, to offer and transfer acquired treasury shares using methods other than the stock exchange or an offer to all shareholders, provided this happens

(i) in connection with the acquisition of companies, parts of companies, investments in companies or other assets or in connection with mergers; or

(ii) in order to offer the shares to persons employed by the Corporation or companies affiliated with the Corporation, or

(iii) in order to offer the shares to current or former members of the managing boards or executive managements of companies controlled by the Corporation within the meaning of Article 17 AktG.

The shareholders' statutory subscription right to these treasury shares shall be excluded pursuant to Articles 71(1)(8) and 186(3,4) wherever these shares are used in accordance with the above authorizations. Furthermore, the Managing Board may, with the consent of the Supervisory Board, exclude the shareholders' subscription right to fractional amounts when selling treasury shares by means of an offer to all shareholders.

The Managing Board is also authorized to retire treasury shares with the consent of the Supervisory Board without requiring the Annual General Meeting to pass an additional resolution authorizing the retirement or its execution. The treasury shares may be retired without reducing the capital stock pursuant to Article 237(3)(3) AktG by increasing the percentage of the capital stock that SMA Solar Technology's remaining bearer shares represent pursuant to Article 8(3) AktG at the time of retirement. The Managing Board is authorized under Article 237(3)(3) second clause AktG to adjust the stated number of shares in the Articles of Incorporation accordingly. The retirement may also be linked to a reduction of the capital stock; in this case, the Managing Board is authorized to reduce the capital stock by the pro-rata amount that the retired shares represent and to adjust the stated number of shares and the stated amount of capital stock in the Articles of Incorporation accordingly.

The above authorizations may be exercised once or multiple times, in whole or in part, individually or collectively. They also include the use of shares in the Corporation that are acquired under Article 71(d) sentence 5 AktG or (i) are acquired by a company controlled or majority-owned by SMA Solar Technology AG or (ii) by third parties for the account of SMA Solar Technology AG or by third parties for the account of a company controlled or majority-owned by SMA Solar Technology AG.

Report of the Managing Board to the Annual General Meeting on Item 11 of the Agenda Pursuant to Articles 71(1)(8), 186(3) Sentence 4, (4) Sentence 2 AktG

Item 11 of the agenda proposes that the Annual General Meeting authorize the Corporation, pursuant to Article 71(1)(8) AktG for a period of five years up to May 30, 2026, to acquire treasury shares worth up to 10% of the capital stock as valued at the time of the Annual General Meeting's resolution or at the time the authorization is exercised, whichever is less. Under the proposed resolution, the Corporation is authorized to acquire the shares, even if doing so impinges on the principle of equal treatment and any tender rights that the shareholders may have, and to use the treasury shares acquired under this authorization while excluding the shareholders' subscription rights.

The authorization granted by the Annual General Meeting on May 31, 2016 to acquire and use treasury shares expires on May 30, 2021 without having been used. Now, the Corporation should be once again given the ability to acquire treasury shares. There are currently no concrete plans to use the granted authorization.

This authorization is subject to the legal proviso that any newly acquired shares, when combined with existing treasury shares that have not yet been used, do not exceed the limit of 10% of the capital stock as

set out in Article 71(2) sentence 1 AktG. The purchase of treasury shares can be effected via the stock exchange or by means of a tender offer addressed to all shareholders or by means of a public solicitation to all shareholders to submit offers for sale. This gives all shareholders the same opportunity to sell shares to the Corporation, provided the Corporation makes use of the authorization to purchase treasury shares. However, the authorization also provides that the shares may be purchased even if doing so impinges on the principle of equal treatment and any tender rights that the shareholders may have.

Breakdown:

Purchase of treasury shares excluding any tender rights

The treasury shares are to initially be purchased via the stock exchange, by means of a public tender offer addressed to all the Corporation's shareholders or by means of a public solicitation to all shareholders to submit offers for sale.

In the event of a public tender offer or a public solicitation to all shareholders to submit offers for sale, the quantity of shares in the Corporation offered by the shareholders may exceed the quantity of shares demanded by the Corporation. In this case, the purchase amounts must be allocated based on quotas. The allocation shall allow the possibility of preferentially accepting smaller offers or smaller parts of offers up to a maximum of 100 shares. This is to avoid small residual quantities and fractional amounts when determining the quotas to be purchased and thus simplify the technical process of settling and clearing the share buyback. It also prevents small shareholders from being disadvantaged. Moreover, the allotment can be made based on the ratio of shares offered (tender ratios) instead of based on shareholding quotas, because this allows the purchase procedure to be technically settled in an economically reasonable manner. Finally, it must be possible to use commercial rounding in order to avoid fractional shares. The purchase ratio and the number of shares to be purchased from individual tendering shareholders can therefore be rounded as necessary to allow purchases to be conducted on the basis of whole shares. The Managing Board considers the resultant exclusion of any further tender rights held by shareholders to be objectively justified and appropriate vis-à-vis the shareholders; the Supervisory Board agrees.

In addition to using the stock exchange, a public tender offer to all shareholders or a public solicitation addressed to all shareholders to submit offers for sale, the authorization also stipulates that the purchase can be made using the tender rights made available to the shareholders. These tender rights are structured in such a way that the Corporation is only obligated to purchase whole shares. Tender rights that cannot be exercised thereafter will expire. This procedure treats shareholders equally and makes it easier to clear and settle the share buyback.

Use of purchased treasury shares and exclusion of subscription right

Statutory law allows purchased treasury shares to be sold on the stock exchange or via a public offer made to all shareholders. The shareholders' right to equal treatment is safeguarded when the purchased treasury shares are sold using the above-mentioned share sale options.

The Managing Board shall be authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription right to fractional amounts if treasury shares are sold by means of a public offer made to all shareholders. The subscription right to fractional amounts has to be excluded in order to make it technically feasible to dispose of purchased treasury shares by way of an offer for sale to the shareholders.

The fractional treasury shares excluded from the shareholders' subscription rights are either sold on the stock exchange or otherwise disposed of in the best possible way for the Corporation.

The Managing Board shall be authorized to offer to sell treasury shares to persons who are or were employed by the Corporation or one of its affiliated companies, as well as to current or former members of the Managing Board or the executive managements of companies affiliated with the Corporation. The proposed subscription right exclusion is a prerequisite for issuing these shares. The use of treasury shares to be issued to persons who are or were employed by the Corporation or one of its affiliated companies is permitted under the German Stock Corporation Act even if the Annual General Meeting does not authorize it (Article 71(1)(2) AktG); in this case, however, it shall be permitted only to issue the shares to employees within one year of purchase (Article 71(3) sentence 2 AktG). The Managing Board, on the other hand, is authorized to use the treasury shares as employee shares and additionally as shares for current or former members of the Managing Board or the executive managements of companies affiliated with the Corporation without observing a time limit. It may make economic sense to use existing treasury shares instead of a capital increase or a cash payment; the authorization is intended to increase flexibility in this respect.

The Corporation should continue to have the option of offering treasury shares to third parties in return for payments in kind, in particular in connection with business combinations or the acquisition of companies, parts of companies, other assets or investments in companies. Sellers in such transactions often prefer consideration in the form of shares. International competition increasingly demands this type of acquisition financing. The authorization proposed here gives the Managing Board (with the consent of the Supervisory Board) the necessary leeway to quickly and flexibly exploit opportunities that arise to purchase companies, parts of companies or other assets or investments in companies in national and international markets. The other assets being purchased may also include receivables (loans or bonds) owed by the Corporation or by Group companies. Obtaining these assets as consideration eliminates the liability and simultaneously strengthens equity. The proposed exclusion of the subscription right takes this into account. The Managing Board will adequately safeguard shareholders' interest when determining the valuation ratios. The Managing Board will generally base its assessment of the value of the shares offered as consideration on the stock market price of SMA Solar Technology shares. There are no plans to establish a schematic link to a stock exchange price, especially since any positive negotiation outcomes should not be jeopardized by fluctuations in the stock exchange price.

The proposed authorization to exclude subscription rights in the event of the sale of shares for cash at a price which is not significantly lower than the stock market price of same-class shares in the Corporation at the time of the sale makes use of the option for a simplified exclusion of subscription rights under Article 71(1)(8) AktG in conjunction with Article 186(3) sentence 4 AktG. Shareholders receive anti-dilution protection in that the shares may only be sold at a price that is not significantly lower than the relevant stock market price. The final selling price of the treasury shares will be determined shortly before the sale. The Managing Board will set any discount from the stock market price as low as possible in light of the market conditions prevailing at the time of the placement. The discount on the stock market price at the time the authorization is exercised will never exceed 5% of the current stock market price. This authorization is subject to the proviso that the treasury shares sold in this way must not exceed 10% of the capital stock at the time the authorization takes effect or is exercised, whichever is less. This limitation of 10% of the capital stock must include shares issued from authorized capital while this authorization is in effect without granting subscription rights pursuant to Article 186(3) sentence 4 AktG. Including these shares ensures that purchased treasury shares are not sold

while excluding subscription rights in accordance with Article 186(3) sentence 4 AktG if this would result in the exclusion of shareholders' subscription rights for a total of more than 10% of the capital stock in direct or indirect application of Article 186(3) sentence 4 AktG. This restriction and the fact that the issue price must be based on the stock market price ensure that the shareholders' financial and voting interests are adequately protected. Shareholders can purchase the number of shares required to maintain their shareholding quota on the stock exchange at approximately the same conditions. Furthermore, the authorization is in the interest of the Corporation because it gives it greater flexibility and enables it to expand its shareholder base through the targeted issue of shares to cooperation partners, institutional investors or financial investors. This should also put the Corporation in a position where it can respond quickly and agilely to favorable stock market situations.

Finally, the authorization allows for purchased treasury shares to be retired. It should be possible to retire shares so that the retirement either (i) reduces the Corporation's capital stock or (ii) does not reduce the capital stock solely by virtue of the retirement while simultaneously increasing the pro-rata amount of the capital stock attributable to the remaining shares. The rights of the shareholders are not affected in either of the above cases.

The Managing Board will report to the Annual General Meeting following any use of the authorization to purchase treasury shares in accordance with Article 71(3) sentence 1 AktG, and, where applicable, in conjunction with Article 160(1)(2) AktG.

The report of the Managing Board to be submitted to the Annual General Meeting pursuant to Article 71(1)(8) in conjunction with Article 186(4) sentence 2 AktG, which is printed in full above, is also available on the internet at <http://www.sma.de/en/investor-relations/annual-general-meeting> and can also be accessed there for the duration of the virtual Annual General Meeting.

II. Additional Information and Notes Described in the Convening Notice

1. NOTIFICATION OF THE TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The Corporation's capital stock amounts to €34,700,000.00 and is divided into 34,700,000 bearer shares. Each share carries one vote in the Annual General Meeting. There are therefore 34,700,000 voting rights and shares entitled to attend at the time the Annual General Meeting is convened. The Corporation does not hold any treasury shares at the time the Annual General Meeting is convened.

2. GENERAL NOTES ON THE VIRTUAL ANNUAL GENERAL MEETING

The Managing Board decided, with the consent of the Supervisory Board, to hold the Annual General Meeting of SMA Solar Technology AG virtually on June 1, 2021 without the physical presence of the shareholders or their authorized representatives (except for the proxies designated by the Corporation) pursuant to Article 1(2) Covid-19-AuswBekG.

The entire Annual General Meeting will be video and audio broadcast for our duly registered shareholders or their authorized representatives on SMA Solar Technology AG's website via the password-protected shareholders' portal at

<http://www.sma.de/en/investor-relations/annual-general-meeting>.

Duly registered shareholders or their authorized representatives can use the password-protected shareholders' portal to exercise their voting rights, grant proxies, submit questions or voice their objections for the record, among other things, in accordance with the procedures provided for this purpose. Furthermore, the list of attendees will be available in the password-protected shareholders' portal (accessible at the above link) during the virtual Annual General Meeting before the first vote is taken.

Shareholders or their authorized representatives can exercise their voting rights exclusively by postal vote or by authorizing the proxies appointed by the Corporation as specified in more detail below. The votes on agenda items 2 to 5 and 7 to 11 are binding. The vote on agenda item 6 is a recommendation only. With each vote, there is the option to vote yes, no or abstain.

3. PREREQUISITES FOR ATTENDING THE VIRTUAL GENERAL MEETING AND EXERCISING VOTING RIGHTS

Pursuant to Article 13 of the Articles of Incorporation, shareholders are entitled to attend the Annual General Meeting and exercise their voting right only if they have registered with Corporation by no later than the end of **May 25, 2021 (24:00 CEST)** at the following address:

SMA Solar Technology AG
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main
Germany
Or by e-mail: WP.HV@db-is.com

Shareholders must also provide evidence of their entitlement to attend the Annual General Meeting and exercise their voting right. Proof of entitlement requires proof of share ownership issued by the depositary institution, which must refer to the relevant point in time as stipulated in the German Stock Corporation Act. The entitlement may optionally be evidenced by a certificate issued by the last intermediary pursuant to Article 67c(3) AktG. Under Article 123(4) sentence 2 AktG, the proof must refer to the beginning of the 21st day prior to the Annual General Meeting, i.e., the beginning of **May 11, 2021 (0:00 CEST)** ("Record date"). Like the registration, the Corporation must receive this proof of share ownership at the aforementioned address by no later than the end of **May 25, 2021 (24:00 CEST)**. The registration and the proof of share ownership must use text form (Article 126b German Civil Code) and be in German or English. The proof may optionally also be submitted pursuant to Article 67c(3, 1) AktG.

Only those persons who have registered in due time and provided evidence of their entitlement to attend the Annual General Meeting and exercise their voting rights shall be deemed by the Corporation to be shareholders for the purpose of attending the virtual Annual General Meeting or exercising their voting rights. The right to attend and the scope of voting rights are determined exclusively on the basis of the shareholder's shareholding as of the record date. There is no prohibition against selling the shares on the record date. Meeting attendance and the scope of voting rights are solely determined by the shareholders' shareholdings as of the record date even if they dispose of all or some of the shares after the record date. In other words, sales of shares after the record date have no impact on a shareholder's right to attend and vote in a meeting. Conversely, the following applies to purchases, additional or otherwise, of shares made after the record date: Persons who do not yet hold any shares on the record date and only become shareholders thereafter are not entitled to attend or vote. The record date has no relevance for dividend entitlement.

After proper receipt of the registration, the registration office will send the shareholders access cards. Each access card contains the login data required to access the password-protected shareholders' portal. The login data consists of the ID and a password.

We ask shareholders to ensure that their registration and proof of share ownership are sent to the Corporation at the aforementioned address early enough for them to receive their access cards in plenty of time. Both the right to ask questions and the right to object can only be exercised via the password-protected shareholders' portal.

4. THE VOTING PROCESS

a) Exercising voting rights by an authorized representative

Shareholders may be represented by an authorized representative, e.g., by an intermediary, a proxy advisor, a shareholders' association or another person of their choice, with regard to attending the virtual annual General Meeting and exercising their voting rights at the virtual Annual General Meeting.

Timely registration and proof of share ownership in accordance with the above provisions are also required for proxy voting.

If shareholders authorize more than one person, the Corporation may reject one or more of them in accordance with Article 134(3) sentence 2 AktG.

The issuance or amendment of a proxy, its revocation and proof of authorization vis-à-vis the Corporation must be made in text form if a proxy is not granted pursuant to Article 135 AktG. Any authorization granted pursuant to Article 135 AktG (proxy granted to intermediaries, proxy advisors, shareholders' associations or commercial proxy services) must generally take account of special aspects that the prospective proxy will have to be asked about.

Proof of an authorization granted, its amendment or revocation may be submitted by mail or e-mail no later than **Sunday, May 30, 2021 (24:00 CEST)** to the following mailing or e-mail address:

SMA Solar Technology AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring
Germany

E-mail: sma2021@itteb.de

Shareholders wishing to authorize another person to act as their authorized representative may use the form that is sent to them after they have duly registered and provided proof of share ownership. A form can also be downloaded from the Corporation's website at <http://www.sma.de/en/investor-relations/annual-general-meeting>.

In addition, proof of an authorization granted, its amendment or revocation may be submitted to the Corporation in accordance with the relevant procedures until the start of voting at the virtual Annual General Meeting via the password-protected shareholders' portal, which can be accessed on the Corporation's website at <http://www.sma.de/en/investor-relations/annual-general-meeting>.

The aforementioned communication channels are also available until the aforementioned dates if the authorization is to be granted by a declaration to the Corporation; in this case, separate proof that the authorization was granted is not required. Shareholders may also revoke or amend a proxy already granted by making a declaration directly to the Corporation using one of the aforementioned communication channels by the aforementioned dates.

Authorized representatives may not physically attend the Annual General Meeting, either. They can only exercise the voting right for the shareholders they represent within the scope of their authorization by way of electronic postal voting or by (sub)authorization of the proxies appointed by the Corporation. The use of the password-protected shareholders' portal requires that authorized representatives receive the access data required to access the password-protected shareholders' portal from the issuers of their authorization.

b) Exercise of voting rights by the Corporation-appointed proxies

Shareholders may also be represented by Corporation-appointed proxies who are required to follow instructions. Timely registration and proof of share ownership in accordance with the above provisions are also required for proxy voting.

The authorization of the Corporation's proxies as well as its amendment and revocation must be made in text form.

Proxies and instructions to the Corporation-appointed proxies may be issued, amended or revoked by mail or e-mail by no later than **Sunday, May 30, 2021 (24:00 CEST)** to the following mailing or e-mail address:

SMA Solar Technology AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring
Germany

E-mail: sma2021@itteb.de

Shareholders wishing to authorize the Corporation's proxies may use the form that is sent to them after they have duly registered and provided proof of share ownership. A form can also be downloaded from the Corporation's website at <http://www.sma.de/en/investor-relations/annual-general-meeting>.

In addition, the issuance of proxies or instructions and their amendment or revocation may be submitted to the Corporation-appointed proxies following the designated procedures until the start of voting at the virtual Annual General Meeting using the password-protected shareholders' portal that can be accessed on the Corporation's website at <http://www.sma.de/en/investor-relations/annual-general-meeting>.

If Corporation-appointed proxies are authorized, they must always be given instructions on how to exercise voting rights. The proxies are obligated to vote in accordance with the instructions given to them. They will not accept any proxies to object to resolutions of the Annual General Meeting or to ask questions or propose motions.

c) Exercising voting rights by way of electronic postal vote

Shareholders may also cast their votes by electronic postal vote using the password-protected shareholders' portal. Again, timely registration and proof of share ownership are required in accordance with the above provisions.

Electronic postal votes can only be cast, amended or revoked until the start of voting at the virtual Annual General Meeting using the password-protected shareholders' portal that can be accessed on the Corporation's website at <http://www.sma.de/en/investor-relations/annual-general-meeting>. Please note that other communication channels are not available for electronic postal voting.

Authorized intermediaries, shareholders' associations and proxy advisors or other persons and institutions deemed to be equivalent under Article 135(8) AktG may also use electronic postal voting.

If an individual vote is to be held on an agenda item without this having been communicated in advance of the Annual General Meeting, both an instruction issued to the Corporation-appointed proxies and a vote cast by way of an electronic postal vote on this agenda item shall also be deemed to be an equivalent instruction for each item of the individual vote.

Postal votes shall always be given priority wherever both postal votes and authorizations/instructions to the Corporation-appointed proxies are received. Conflicting declarations received through different communication channels will be considered in the following order: (1) declaration received via the password-protected shareholders' portal, (2) by e-mail, (3) by mail.

Confirmation of the vote count pursuant to Article 129(5) AktG

Shareholders will be given a confirmation of the vote count in the password-protected shareholders' portal in accordance with Article 129(5) AktG, which the voter will be able to download within one month of the date of the Annual General Meeting, i.e., by the end of Thursday, July 1, 2021, 24:00, CEST.

5. PUBLICATION ON THE COMPANY'S WEBSITE

Immediately after convening the Annual General Meeting, we will publish the following information and documents online on our Investor Relations page at

<http://www.sma.de/en/investor-relations/annual-general-meeting>.

(cf. Article 124a AktG):

- a) The content of the convening notice with an explanation of agenda item 1 on which no resolution will be passed, and the total number of shares and voting rights at the time of the convening notice;
- b) the documents to be made available to the meeting;
- c) forms that may be used when voting by proxy;
- d) the disclosures required by Commission Implementing Regulation (EU) 2018/1212 for the notification pursuant to Article 125 AktG.

6. RIGHTS OF THE SHAREHOLDERS

A) MOTIONS TO AMEND THE AGENDA WITH NEW ITEMS PURSUANT TO ARTICLE 122(2) AKTG

Shareholders whose combined shares amount to one-twentieth of the capital stock or the proportionate amount of the capital stock of €500,000 may request that items be placed on the agenda and published. Such a request must be made in writing or in electronic form in accordance with Article 126a BGB (i.e., with a qualified electronic signature) addressed to the Managing Board of the Corporation

SMA Solar Technology AG
Managing Board
Sonnenallee 1
34266 Niestetal
Germany

or by e-mail: HV@SMA.de

and must be received by the Corporation at least 30 days before the Annual General Meeting; the day of receipt and the day of the Annual General Meeting shall not be included in the count. Accordingly, the last possible date of receipt is **Saturday, May 1, 2021 (24:00 CEST)**.

B) COUNTERMOTIONS AND NOMINATIONS BY SHAREHOLDERS PURSUANT TO ARTICLE 126(1) AND ARTICLE 127 AKTG IN CONJUNCTION WITH ARTICLE 1(2) SENTENCE 3 COVID-19-AUSWBEKG

Shareholders may submit motions on individual agenda items (cf. Article 126(1) AktG); this also applies to nominations for the election of Supervisory Board members or auditors (cf. Article 127 AktG).

Pursuant to Article 126(1) AktG, motions by shareholders – along with the name of the shareholders, the reasons and any response from management – must be made available to the authorized parties specified in Article 125(1 to 3) AktG under the conditions specified therein (this includes, inter alia, shareholders who request this information) if shareholders have sent a countermotion to a proposal by the Managing Board and/or Supervisory Board on a

specific item on the agenda, along with the reasons, to the address below at least 14 days before the Corporation's Annual General Meeting. The day of receipt shall not be included in the count. The last possible date of receipt is thus **Monday, May 17, 2021 (24:00 CEST)**. A countermotion need not be made available if one of the exclusions pursuant to Article 126(2) AktG applies.

Nominations of shareholders pursuant to Article 127 AktG do not need to be substantiated. Nominations shall only be made available if they contain the nominee's name, occupation and place of residence and, in the case of an election of Supervisory Board members, details of their membership in other statutory supervisory boards (see Article 127 sentence 3 in conjunction with Article 124(3) sentence 4 and Article 125(1) sentence 5 AktG). Article 127 sentence 1 AktG in conjunction with Article 126(2) AktG set out other reasons why nominations do not have to be made available on the website. In all other respects, the requirements and regulations for publishing nominations apply accordingly. In particular, **Monday, May 17, 2021 (24:00 CEST)** is the last possible date by which nominations must be received at the address stated below in order to still be published.

Any motions (with reasons) or nominations by shareholders pursuant to Article 126(1) and Article 127 AktG must be addressed exclusively to:

SMA Solar Technology AG
Managing Board
Sonnenallee 1
34266 Niestetal
Germany
or by e-mail: HV@SMA.de

Motions and nominations of shareholders to be published (along with the name of the shareholder and – in the case of motions – the reasons) will be published after their receipt at the internet address

<http://www.sma.de/en/investor-relations/annual-general-meeting>.

Any responses from management will also be published under the above internet address.

Countermotions and nominations that must be published pursuant to Articles 126(1) and 127 AktG are deemed to have been made at the Annual General Meeting pursuant to Article 1(2) sentence 3 Covid-19-AuswBekG if the shareholders making the countermotion or nomination have duly identified themselves and registered for the Annual General Meeting.

C) SHAREHOLDERS' RIGHT TO ASK QUESTIONS PURSUANT TO ARTICLE 1(2) SENTENCE 1 NO. 3 AND SENTENCE 2 COVID-19-AUSWBKKG

Contrary to Article 131 AktG, shareholders will not have the right to request information at the virtual Annual General Meeting on June 1, 2021. Instead, properly registered shareholders or their authorized representatives will have the right to submit questions in advance of the Annual General Meeting. The Managing Board determines at its own free and diligent discretion in what form to answer the questions pursuant to Article 1(2) sentence 2 Covid-19-AuswBekG. The Managing Board reserves the right, among other things, to answer submitted questions individually or to answer several questions together.

Shareholders' questions must be submitted no later than **Sunday, May 30, 2021 24:00 CEST** using the password-protected shareholders' portal, which is available on the Corporation's website at

<http://www.sma.de/en/investor-relations/annual-general-meeting>

Questions submitted by any other means or after the end of May 30, 2021, 24:00 CEST, will be disregarded. No questions will be taken during the virtual Annual General Meeting.

D) OBJECTIONS TO RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING PURSUANT TO ARTICLE 1(2) SENTENCE 1 NO. 4 COVID-19-AUSWBEKG

Registered shareholders and their authorized representatives who have exercised their voting rights by electronic postal vote or by granting proxy and issuing instructions to the Corporation-appointed proxies have the option of using the password-protected shareholders' portal, which is accessible on the Corporation's website at <http://www.sma.de/en/investor-relations/annual-general-meeting>, to object to resolutions passed by the Annual General Meeting and have them recorded by the officiating notary from the start of the virtual Annual General Meeting on June 1, 2021 until the end of the meeting in accordance with Article 245(1) AktG in conjunction with Article 1(2) sentence 1 no. 4 Covid-19-AuswBekG.

E) FURTHER DETAILS ON THE REQUIREMENTS FOR EXERCISING THE AFOREMENTIONED RIGHTS

Further details on the requirements for exercising the aforementioned rights and their limits are available on the Corporation's website at

<http://www.sma.de/en/investor-relations/annual-general-meeting>.

under "Information on Shareholders Rights".

F. Option to submit comments electronically in the form of video messages

Shareholders do not have the option of commenting on the agenda at the Annual General Meeting since the Annual General Meeting will be held virtually without shareholders being physically present.

However, shareholders registered for the Annual General Meeting are given the opportunity – over and above the requirements of Article 1(2) of the Covid-19 Act – to submit comments in the form of video messages relating to the agenda prior to the Annual General Meeting.

Shareholders must submit their comments electronically as video messages using the password-protected shareholders' portal **no later than the end of May 27, 2021 (24:00 CEST)**. The video message must be in German and should be no longer than three minutes. Video messages are only permitted if they show the shareholders themselves or their authorized representatives making the statement.

The intention is to play the submitted video messages in the virtual Annual General Meeting, which duly registered shareholders or their authorized representatives can watch as a live video stream on the password-protected shareholders' portal. By submitting a video message, shareholders and/or their authorized representatives agree that the video message may be played during the webcast of the virtual Annual General Meeting and that their name may be mentioned.

More explanations on how to upload video messages will be published in the password-protected shareholders' portal.

Motions, nominations, questions and objections to resolutions passed by the Annual General Meeting in the submitted comments will not be acted on. They must solely be submitted using the means described separately in this convening notice.

Please note that the option to upload video messages is a voluntary service that the Corporation offers to shareholders that goes beyond the legal requirements. Shareholders have no legal right to have a video message played during the virtual Annual General Meeting. The Corporation reserves the right, without limitation, not to play during virtual Annual General Meetings any video messages that do not relate to the agenda of the Annual General Meeting or statements whose content and presentation are not consistent with an allowed speech at the Annual General Meeting, video messages with offensive, criminal, obviously false or misleading content, video messages that exceed three minutes or video messages have not been uploaded by the aforementioned deadline. The Corporation also reserves the right to play no more than one video message per shareholder during the virtual Annual General Meeting.

The Corporation reserves the right to select video messages to be played at the virtual Annual General Meeting to ensure that it can be conducted swiftly. The Managing Board will make the selection at its due discretion, taking into account in particular the relevance of the content to the items on the agenda, the extent to which the contribution contains new aspects or assessments compared with other video contributions, the number of shareholders or shares represented by the submitter, the duration and the audio and video quality of the video message.

7. DATA PROTECTION NOTICE FOR ATTENDEES OF THE ANNUAL GENERAL MEETING OF SMA SOLAR TECHNOLOGY AG

SMA Solar Technology AG, Sonnenallee 1, 34266 Niestetal, in its capacity as the controller, processes the shareholders' personal data (first and last name, mailing address, e-mail address, number of shares, class of shares, type of share ownership and access card number) and, where applicable, the shareholders' representatives' personal data on the basis of applicable data protection laws. The processing of personal data is legally required for attendance of the Annual General Meeting of SMA Solar Technology AG. Processing is based on Article 6(1) sentence 1 point c) General Data Protection Regulation (GDPR) in conjunction with Article 67 and Article 118 et seq. AktG and in conjunction with Article 1 Covid-19-AuswBekG. In addition, data processing that is useful for the organization of the virtual Annual General Meeting may be conducted on the basis of overriding legitimate interests (Article 6(1) sentence 1 point f) GDPR). SMA Solar Technology AG usually receives the shareholders' personal data through the registration office from the credit institution the shareholders have engaged to hold their shares in safe custody (the depositary institution). SMA Solar Technology AG presents the Annual General Meeting on the internet. This may entail the processing of personal data of attendees who have previously submitted applications and questions. This processing is based on Article 6(1) sentence 1 point f) GDPR.

Additional personal data is processed in log files for the virtual Annual General Meeting to enable the technical virtualization and simplify its administration. This applies, for example, to your IP address, the web browser you use, and the date and time of your visit. The Corporation does not use this data for any other purposes than those stated here.

The service providers contracted by SMA Solar Technology AG for the purpose of organizing the Annual General Meeting process the shareholders' personal data exclusively as instructed by SMA Solar Technology AG and only to the extent necessary for the performance of the contracted service. All employees of SMA Solar Technology AG

and the employees of the contracted service providers who have access to and/or process shareholders' personal data are obligated to treat such data in confidence. In addition, personal data of shareholders and/or shareholder representatives attending the Annual General Meeting can be viewed by other shareholders and shareholder representatives within the framework of the legal provisions (in particular the list of attendees pursuant to Article 129 AktG). This also applies to questions that shareholders and/or shareholder representatives may have asked in advance (Article 1(2) sentence 1 no. 3 Covid-19-AuswBekG). SMA Solar Technology AG shall delete the personal data of shareholders in accordance with legal provisions, especially if the personal data is no longer required for the original purposes of collection or processing, the data is no longer required in connection with any administrative or legal proceedings, and there are no legal retention obligations.

Under the legal requirements, shareholders have the right to obtain information about the personal data concerning them that is being processed and they may request the rectification or erasure of personal data or restriction of processing. Shareholders also have the right to lodge a complaint with the supervisory authorities (Hesse DPA, Der Hessische Beauftragte für Datenschutz und Informationsfreiheit, Gustav-Stresemann-Ring 1, 65189 Wiesbaden, poststelle@datenschutz.hessen.de).

Shareholders can address their comments and questions about the processing of personal data to the data protection officer of SMA Solar Technology AG at:

SMA Solar Technology AG
Data Protection Officer
Sonnentallee 1
34266 Niestetal
Germany
Phone: +49 (0) 561 9522 3636
E-Mail: datenschutz@sma.de

8. Technical Information on Attending the Virtual Annual General Meeting

You will need an internet connection and an internet-enabled device so that you can attend the virtual Annual General Meeting, use the shareholders' portal and exercise shareholders' rights. We recommend a reliable internet connection with a sufficient data transfer rate so that you can have the best possible audio and video experience of the Annual General Meeting.

You will need a browser and speakers or headphones if you use a computer to receive the audio and video webcast of the virtual Annual General Meeting.

You will need your login data to access the Corporation's internet-based shareholders' portal. You can find this information on the access card that you will receive once you have registered properly.

We recommend that you exercise your voting rights before the start of the Annual General Meeting in case you encounter technical problems that prevent you from exercising your rights as a shareholder during the virtual Annual General Meeting. The shareholders' portal will be available to you starting on Tuesday, May 11, 2021.

Shareholders can find more details on the shareholders' portal and the terms of registration and use on the shareholders' portal.

9. Note on the Availability of Audio and Video Webcast

Shareholders can follow the entire Annual General Meeting via an audio and video webcast. Based on the current state of the art, the audio and video webcast of the Annual General Meeting and the availability of the internet-based shareholders' portal may be subject to fluctuations due to restrictions in the availability of the telecommunications network and the restriction of third-party internet services over which the Corporation has no influence. The Corporation therefore assumes no warranties or liability whatsoever for the functionality and uninterrupted availability of the internet services used, the third-party network elements used, the audio and video webcast, or access to and general availability of the shareholders' portal. The Corporation also accepts no responsibility whatsoever for errors and defects in the hardware and software used to conduct the Annual General Meeting online, including those of the service providers used, unless there is intent. The Corporation therefore recommends that shareholders make early use of the above-mentioned options for exercising their rights as shareholders. The meeting chair of the Annual General Meeting must reserve the right to interrupt the Annual General Meeting wherever necessitated by data protection or security considerations.

III. Remuneration of the Managing Board and Supervisory Board Members

III.A Description of the Remuneration System for Managing Board Members

1. Principles of the Remuneration System

The Managing Board remuneration system is designed to make a significant contribution toward promoting SMA Solar Technology AG's business strategy and long-term and sustainable positive development. The system was adopted by the full Supervisory Board. It is the basis for all remuneration agreements with SMA Solar Technology AG's Managing Board members who are newly appointed or have had their appointment renewed after January 1, 2021. The Supervisory Board regularly examines the Managing Board remuneration system and defines targets for the variable remuneration components. In designing the remuneration system presented below and determining the remuneration of the Managing Board, the Supervisory Board was guided in particular by the principles presented below under 1.1 to 1.4:

1.1 Principle 1 - Support for Group strategy

SMA has defined clear and ambitious goals for the years to come in its 2025 strategy.

The Managing Board's remuneration system incentivizes the Managing Board members to achieve these targets sustainably and over the long term in that the degree of achievement clearly influences the amount of remuneration actually paid to the Managing Board. Sections 1.4, 4.2.1 and 4.3.1 in particular set out the areas to use for defining performance goals with the

Managing Board. If these sections describe a catalog of goal criteria, the Supervisory Board will, when setting the concrete goal criteria, choose the ones that do the most to advance the business strategy.

1.2 Principle 2 - Adequacy in horizontal and vertical comparisons

The remuneration of the Managing Board members is competitive and in line with the market. The analysis compares the remuneration to that of companies of a similar size and complexity and also looks at the ratio of the Managing Board remuneration to the remuneration of senior management and the workforce as a whole, including trends over time. The Corporation's economic situation is taken into account in the remuneration system. Linking the Managing Board remuneration system to the remuneration system for managers ensures that both systems incentivize comparable targets.

1.3 Principle 3 - Performance link

The amount of the Managing Board's remuneration largely depends on the degree to which certain goal criteria have been achieved, linking remuneration to the performance of each individual Managing Board member. High performance increases remuneration, while low target achievement significantly reduces remuneration.

1.4 Principle 4 - Long-term and sustainable focus

One of the remuneration system's effects is that it drives the Corporation's value and its long-term sustainable development. The long-term variable remuneration component is therefore significantly higher than the short-term variable remuneration component.

Furthermore, the targets for the long-term variable remuneration components always include non-financial goal criteria relating to the environment, social affairs and governance (ESG goals), which reward decisions taken in the interest of sustainable corporate development.

2. **Procedures for Determining, Reviewing and Implementing the Remuneration System**

The Supervisory Board determines the Managing Board remuneration system in accordance with the legal requirements set out in Articles 87(1), 87a(1) AktG. The Supervisory Board is supported by its Presidial Committee in this process. The Presidial Committee develops recommendations for the Managing Board remuneration system taking into account legal requirements and the recommendations and suggestions of the German Corporate Governance Code (as amended), which are discussed in detail by the Supervisory Board in the course of its decision-making process. The Presidial Committee and Supervisory Board may call in external advisers as required, who are replaced from time to time. The advisers are only appointed if it is ensured they are independent from the Managing Board and the Corporation. Applicable provisions of the German Stock Corporation Act (AktG), the German Corporate Governance Code (DCGK) and the Supervisory Board's Rules of Procedure on handling conflicts of interest on the Supervisory Board are also observed when establishing, implementing and reviewing the remuneration system.

The remuneration system adopted by the Supervisory Board is submitted to the Annual General Meeting for approval.

If the Annual General Meeting does not approve the remuneration system that is put to a vote, a

revised remuneration system shall be submitted for resolution no later than at the following Annual General Meeting in accordance with Article 120a(3) AktG.

The Presidial Committee prepares the regular review of the Managing Board remuneration system for the Supervisory Board to conduct. It recommends that the Supervisory Board change the system as necessary. The remuneration system is submitted to the Annual General Meeting for approval in accordance with Article 120a(1) sentence 1 AktG at least every four years or whenever there is a significant change to the remuneration system, whichever comes first.

3. Determination of the Specific Targeted Total Remuneration (Structure and Amount)

The Supervisory Board determines the amount of the targeted total remuneration for each Managing Board member in line with the remuneration system for the duration of each Managing Board member's term on the Managing Board of the Corporation. Each Managing Board member's remuneration must be commensurate with his or her duties and performance and the Corporation's circumstances, must not exceed the usual remuneration without special reasons, and is geared towards the long-term and sustainable development of SMA Solar Technology AG. Both external and internal comparisons are used for this purpose:

3.1 Horizontal (external) comparison

The Supervisory Board uses remuneration data from companies listed on the SDAX in order to assess whether the specific total remuneration of the Managing Board members is appropriate and customary when compared to other companies. The remuneration report discloses non-listed companies or companies from other indices that are used in the Supervisory Board's comparison.

3.2 Vertical (internal) comparison

The vertical comparison looks at the ratio of the Managing Board remuneration to the remuneration of senior management and the workforce as a whole, including trends over time.

The Supervisory Board has defined the comparative senior management group as the two top management levels below the Managing Board according to the internal job grading model. The other workforce comprises all other permanent employees in Germany.

If there are significant shifts in the ratio of the remuneration of the Managing Board to that of the reference groups, the Supervisory Board will examine the causes and, if necessary, adjust the Managing Board's remuneration in the absence of objective reasons.

3.3 Differentiation based on job requirements

The Supervisory Board considers the roles and responsibilities of individual Managing Board members when determining the amount of the targeted total remuneration. The Supervisory Board may thus differentiate by role, exercising due discretion and taking into account criteria such as market standards, experience, and the department for which the Managing Board is responsible.

3.4 Upper limits / maximum total remuneration

The Supervisory Board has additionally defined an upper limit for the total of all remuneration components including fringe benefits and pension contributions (hereinafter "maximum remuneration") in accordance with the requirement set out in Article 87a(1) sentence 2 no.1 AktG.

The maximum remuneration for the Chief Executive Officer is €2.3 million and €1.65 million for each of the other regular Managing Board members. These upper limits apply to the sum total of all payments and other non-cash benefits resulting from the remuneration system for a fiscal year. The maximum remuneration is not the level of remuneration necessarily considered appropriate or sought by the Supervisory Board. It merely sets an absolute upper limit to avoid disproportionately high Managing Board remuneration. It should thus be clearly distinguished from the targeted total remuneration.

3.5 Overview: Structure and components of targeted total remuneration

The remuneration system generally includes fixed non-performance-related and variable performance-related remuneration components.

The fixed non-performance-related remuneration components comprise the annual fixed basic remuneration divided into twelve monthly salaries, special payments, as well as benefits in kind and other fringe benefits.

The variable performance-related remuneration components comprise a short-term remuneration component (annual bonus) and a long-term remuneration component (long-term bonus). Before the beginning of each fiscal year, the Supervisory Board sets goal criteria for variable remuneration components with regard to strategic goals, sustainability goals, the requirements of Article 87 and Article 87a AktG and the German Corporate Governance Code (as amended). The degree to which these goals are achieved determines the amount of remuneration actually paid.

The long-term and the short-term financial goals are generally the same for all Managing Board members, while the short-term non-financial goals generally differ for each Managing Board member.

The proportions of the individual remuneration components are given below as ranges expressed as a percentage of the total targeted remuneration. The actual proportions may vary depending on the differentiation by role and any adjustments made as part of the annual remuneration review. For the Chief Executive Officer, the annual non-performance-related fixed remuneration (excluding special payments) contributes between 55% and 65%, the annual bonus contributes between 12.25% and 20.25%, and the long-term bonus contributes between 19.25% and 29.25% to the total targeted remuneration. For all other Managing Board members, the annual non-performance-related fixed remuneration (without special payments) contributes between 55% and 65%, the annual bonus contributes between 12.25% and 20.25 %, and the long-term bonus contributes between 19.25% and 29.25% to the total targeted remuneration. For newly appointed Managing Board members, the Supervisory Board may deviate from the above ranges for the first three years for the reasons stated under 4.1.3 or based on the new Managing Board member's professional and personal experience.

4. Remuneration Components in Detail

4.1 Non-performance-based fixed remuneration

4.1.1 Base remuneration

The base remuneration is a fixed remuneration for the entire fiscal year that is paid in twelve

equal monthly installments.

4.1.2 Fringe benefits

The fringe benefits granted to the Managing Board members in connection with their Managing Board activities mainly comprise:

- Corporation-provided benefits in kind, such as the provision of a company car that can also be used for personal purposes,
- subsidies for insurance, such as contributions to reasonable accident insurance, a pension and health and long-term care insurance,
- reasonable D&O insurance with a deductible in accordance with Article 93(2) sentence 3 AktG,
- cost coverage for preventive medical checkups,
- and other customary and reasonable fringe benefits where applicable.

4.1.3 Special payments (bonuses for special achievements and commitments in connection with the start of employment or a change of location)

The Corporation may grant bonuses to the Managing Board members as special payments in recognition of special achievements. These types of bonuses are considered discretionary benefits. The recipient is not legally entitled to them, and past bonuses do not entitle them to receive future bonuses.

Furthermore, the Corporation may make appropriate market-standard commitments in connection with the assumption of a position on the Managing Board or a change of location, in particular by covering relocation costs or the costs of a second residence for a limited period or by granting remuneration for benefits forfeited from the previous employer.

4.2 Short-term variable remuneration – Annual bonus

The Managing Board members receive an annual bonus the amount of which is determined by the degree to which they have achieved the goals set by the Supervisory Board every year. The employment contract with each Managing Board member stipulates a target amount for the annual bonus, taking into account a target achievement level of 100% (“base target amount”) that is paid up to a maximum of 150% (cap) if the target is exceeded.

4.2.1 Financial and non-financial performance criteria

The amount of the annual bonus to be paid in a financial year depends on the extent to which a Managing Board member achieves the goals set by the Supervisory Board for that Managing Board member as performance criteria within the meaning of Article 87a(1) sentence 2 no. 4 AktG.

Three financial components that relate to the Corporation as a whole are determined as follows:

1. The first, unchangeable component is an annually defined financial performance target that is directly based on earnings before interest and taxes (“EBIT”) in accordance with the duly audited Consolidated Financial Statements for a fiscal year (financial criterion).

2. The second component that the Supervisory Board defines is a financial performance target that usually changes annually and takes into account current business strategy, drawing on those financial ratios determined by the Corporation that are key indicators of the Group's growth, earnings, asset or financial profile, such as
 - a. sales,
 - b. free cash flow,
 - c. working capital,
 - d. return on capital employed (ROCE) etc.

in accordance with the duly audited Consolidated Financial Statements of a fiscal year.

As a third component, the Supervisory Board sets two goals related to each Managing Board members' "personal performance", at least 50% of which consist of non-financial criteria.

The Supervisory Board sets the target values for all three components in advance of each fiscal year as well as those values that make up the 150% cap and the lower threshold at which the bonus component is completely forfeited. When determining the personal, non-financial performance criteria, the Supervisory Board defines goals from one or more of the following areas in order to incentivize the Corporation's sustainable development, among other goals:

- Developing the Corporation's organization and culture (e.g., advancing the Corporation's internal value culture, diversity, employee satisfaction, cross-departmental cooperation)
- Promoting the Corporation's sustainability (e.g., increasing product quality and service life; reducing resource consumption)
- Tapping new markets and focusing on customers (e.g., new markets, new product or customer segments)
- Driving corporate development (e.g., reorganization, efficiency enhancement, strategic alliances)

The performance criteria and target achievement for personal goals should be understandable and verifiable.

Subject to the provision in 5.2, it is not possible to subsequently change the target values or reference parameters.

4.2.2 Weighting and calculation

Component (1) "EBIT" accounts for 40% of the annual bonus, while component (2) for an "additional financial performance target" and component (3) for "personal performance" each account for 30%.

Each of the 3 components can be fulfilled up to 150%. Components are assigned a value of "0" if their lower thresholds are not reached. Values in-between are determined on a linear basis. If the weighted average of the components' percentage values reaches 100%, that Managing Board member is entitled to the full agreed-upon target amount for the annual bonus. Exceeding

the agreed-upon goals may result in a higher annual bonus overall up to the annual bonus cap.

4.2.3 Payment

The degree to which each goal has been achieved is calculated for each financial performance criterion after the end of the fiscal year based on the audited Consolidated Financial Statements of SMA AG. The Supervisory Board also assesses the degree to which personal goals have been achieved. This result is multiplied by the (pro rata) target amount for the annual bonus using the above weighting system, producing the gross value of the annual bonus.

If the Managing Board member has not served for the entire financial year, he or she will receive, on the originally scheduled payment date, for each month of the financial year in which he or she served, one-twelfth of the short-term variable remuneration calculated for the full financial year on the basis of the originally defined goals and reference parameters.

If the gross annual bonus exceeds the base target amount defined in 4.2, the Managing Board member will be obligated to invest 40% of the gross amount of the annual bonus in excess of the base target amount in shares of the Corporation immediately after payment and in compliance with applicable legal provisions – namely the provisions on insider transactions and directors' dealings – and to legally and beneficially hold these shares for at least 3 years from the date of purchase.

4.2.4 Promotion of business strategy and long-term corporate development

The performance criteria are intended to incentivize the Managing Board members to create value and achieve or exceed short-term economic goals. Personal goals additionally give the Supervisory Board an opportunity to consider the Managing Board's individual or collective performance against non-financial performance criteria of relevance to the operational implementation of corporate strategy.

The annual bonus is also intended to reflect the overall responsibility of all members of the Managing Board for the Group and promote cooperation among the business areas. This is why EBIT target achievement is measured uniformly for all Managing Board members based on the key figure determined for the SMA Group and is not broken down by business unit. The other financial component and the Managing Board members' personal goals may be identical to those of some or all of the other Managing Board members.

4.3 Long-term variable remuneration – Long-term bonus

4.3.1 Basics and determination

The Managing Board members receive a long-term bonus.

The employment contract with each Managing Board member stipulates a target amount for the annual value of the long-term bonus assuming a target achievement level of 100% for the financial performance goals as well as a discretionary factor of 1.0 for the non-financial performance goals (=base target amount).

The annual long-term bonus can be as much as 180% (bonus cap) of the base target amount,

assuming a maximum target achievement level of 150% (target achievement cap) and a discretionary factor of 0.8 to 1.2, according to the following formula:

Base target amount x target achievement level (0% to 150%) x discretionary factor (0.8 to 1.2)

The long-term bonus is designed to promote the Managing Board members' long-term commitment to the Corporation, achievement of the business strategy and sustainable growth. The following criteria were thus chosen to promote these objectives from the Supervisory Board's perspective.

The target achievement level results from the achievement of one or two long-term financial performance goals set by the Supervisory Board and, where applicable, their weighting, which must be between 20:80 and 50:50. Regarding the long-term business strategy, the Supervisory Board selects the financial performance target(s) from those financial indicators that are key measures of the Group's long-term growth, earnings, asset or financial profile, such as

- e. sales,
- f. EBIT margin or EBITDA margin,
- g. free cash flow,
- h. return on capital employed (ROCE),
- i. total shareholder return, etc.,

in accordance with the duly audited Consolidated Financial Statements, and always over a period of four fiscal years. The Supervisory Board may also base target achievement on key figures like the ones shown above or other suitable ones, such as the change in the Corporation's share price, depending on these figures at comparable companies or within a benchmark index over a four-year period (benchmark).

The absolute values of the 100% financial performance target(s) (target values), the upper limit of 150% (cap) and the lower threshold of the target value are redefined annually by the Supervisory Board for the next four-fiscal-year period.

If 100% of the target is achieved overall, the long-term bonus will be based on the full agreed-upon base target amount; if the target value is exceeded, the bonus will be based on the excess amount up to the 150% target achievement cap. The Managing Board member is not entitled to the bonus until the lower threshold for the target value is reached. Values in-between are determined on a linear basis. The target values actually achieved are based on the annual values during the relevant measurement period even if they are negative.

Subject to the provision in 5.2, it is not possible to subsequently change the target values or reference parameters.

The final long-term bonus for a given year is calculated by multiplying the result of the base target amount and the target achievement level by the discretionary factor for the year (between 0.8 and 1.2).

The Supervisory Board defines at least two and at most three non-financial goals relating to environmental, social and corporate governance (ESG goals) in advance, along with their weighting, to be included in the discretionary factor for each Managing Board member. Each individual target may count for anywhere from 20% and 50% of the total. Non-financial goal achievement has a major impact on the amount of the discretionary factor at the end of each four-year performance period. The ESG goals can be assigned to individual Managing Board members or collectively to all Managing Board members. The Supervisory Board will heavily, but not exclusively, consider ESG goal achievement when calculating the discretionary factor at the end of each four-year performance period. It is also free to determine the discretionary factor within this framework.

A Managing Board member who is not entitled to remuneration for the entire four-year period on which the calculation is based will receive a pro rata payment based on this plan and the original goals and reference parameters on the original payment date at the end of the four-year period.

4.3.2 Payment

The long-term bonus is paid after the adoption of the fourth Consolidated Financial Statements even if the employment contract ends before the end of the performance period.

If the long-term bonus earned one year exceeds the base target amount, the Managing Board member will be obligated to invest 40% of the excess gross amount of the long-term bonus in shares of the Corporation immediately after payment and in compliance with applicable legal provisions – namely the provisions on insider transactions and directors’ dealings – and to legally and beneficially hold these shares for at least 3 years from the date of purchase.

4.4 Limitation of total remuneration for a fiscal year

If applying the rules set out above in 4.1, 4.2. and 4.3. and below in 4.5. produces a total remuneration for a fiscal year that exceeds the maximum amount fixed by the Supervisory Board for that Managing Board member, the following procedure shall be followed:

The variable remuneration payable for that fiscal year shall be reduced until the total remuneration no longer exceeds the maximum amount. The Managing Board member is then entitled to receive only the reduced variable remuneration.

4.5 Deduction for secondary employment

Any expense reimbursements or similar payments that the Managing Board member receives for work done on behalf, or with the consent, of the Corporation at other Group companies or third parties (other companies, public offices, supervisory boards, boards of directors, etc.) shall be deducted from the Managing Board member’s remuneration.

5. Other Provisions Relating to Remuneration

5.1 Terms and termination options

The Supervisory Board complies with the provisions of Article 84 AktG and the recommendations and suggestions of the German Corporate Governance Code when appointing members to the Managing Board and determining the durations of their contracts. The first-time appointment to the Managing Board is generally for three years, as is the duration of the employment contract. If the Managing Board member is re-appointed or the employment contract is renewed, the employment contract will have a maximum term of five years.

Employment contracts do not allow a termination for convenience; however, there is no restriction on the right of both parties to terminate the service agreement without notice for cause. If a Managing Board member becomes permanently incapacitated during the term of the employment contract, the employment contract shall expire at the end of the quarter in which he or she is determined to be permanently incapacitated. Remuneration will continue to be paid for another six months in this case and in the event of the Managing Board member's death.

If the employment contract with a Managing Board member ends due to the revocation of the appointment as a Managing Board member in accordance with Article 84 III AktG or justified resignation from office by the Managing Board member, the Managing Board member shall receive a severance payment in the amount of the total remuneration including fringe benefits for the duration of the original remaining term, but for no longer than 24 months (severance payment cap).

Furthermore, the remuneration system does not provide for a special right of termination for Managing Board members in the event of a change of control, nor does it provide for an agreement on a post-contractual non-competition clause.

5.2 Exceptional events and developments

Under special exceptional circumstances and if proposed by the Presidial Committee, the Supervisory Board may temporarily deviate from the components of the Managing Board remuneration system if this is appropriate and necessary to maintain the incentive effect of the Managing Board member's remuneration in the interests of the long-term welfare of the Corporation, the Managing Board member's remuneration continues to be geared toward the Corporation's sustainable and long-term development, and the Corporation's financial capacity is not overstretched. Special exceptional developments include, for example, exceptional and far-reaching changes in the economic situation (for example due to a severe economic crisis) that render the original target criteria and/or financial incentives of the remuneration system obsolete, provided that these or their specific effects were not foreseeable. Exceptional developments expressly do not include generally unfavorable market developments.

The components of the remuneration system from which deviations may be made are the procedure, the provisions governing the remuneration structure and amount, and the individual remuneration components. If an adjustment of the existing remuneration components is not sufficient to restore the incentive effect of the Managing Board member's remuneration, the Supervisory Board may temporarily award additional remuneration components in the event of exceptional developments under the same conditions.

Deviations from or additions to the remuneration components require a Supervisory Board

resolution that establishes the exceptional circumstances and the need for the deviation or addition.

III.B. Description of the Remuneration System for Supervisory Board Members

The Supervisory Board of SMA Solar Technology AG (the "Supervisory Board") advises and supervises the management of the Corporation by the members of the Managing Board and performs the duties assigned to it by law and the Articles of Incorporation. It is involved in strategy, planning and all matters of fundamental importance to the Corporation. The Supervisory Board members should thus receive remuneration commensurate with these responsibilities and with the time that serving on the Supervisory Board requires. Supervisory Board remuneration that duly reflects market conditions also ensures that the Corporation can attract qualified candidates for the Supervisory Board in the future. Appropriate Supervisory Board remuneration thus helps drive the business strategy and long-term development of SMA Solar Technology AG.

This requirement is met by the remuneration that was proposed for confirmation and adopted by the resolution of the Annual General Meeting on May 23, 2013 in Article 11 of the Articles of Incorporation. The amount and structure of the remuneration paid to the Supervisory Board members is still in line with the remuneration paid to supervisory board members at other comparable companies.

It is the Corporation's opinion that paying fixed, not variable, remuneration to Supervisory Board members duly reflects the Supervisory Board's independent advisory and control function, strengthens the independence of the Supervisory Board members and meets the expectations of numerous investors and proxy advisors.

a. Composition of the remuneration

The remuneration of the Supervisory Board members is based on Article 11 of the Articles of Incorporation. The Supervisory Board members receive fixed remuneration, fringe benefits (consisting of expense reimbursements and insurance), attendance fees and, if they serve on Supervisory Board committees, remuneration for these committee activities.

aa) Remuneration for serving on the Supervisory Board

Each Supervisory Board member receives €25,000 per year; the Chairman of the Supervisory Board twice and the Deputy Chairman one and a half times the aforementioned fixed remuneration of an ordinary member.

bb) Remuneration for serving on a committee of the Supervisory Board

Supervisory Board members receive additional annual remuneration for serving on committees: €7,500 for serving on the Audit Committee and €5,000 for serving on the Presidial Committee; each Chairman of the aforementioned committees receives twice the aforementioned remuneration. No separate remuneration is paid for membership in another committees, e.g., the Nomination Committee or the committee pursuant to Article 27(3) of the Codetermination Act (MitbestG).

cc) Meeting attendance fee

In addition, Supervisory Board members receive a meeting attendance fee of €750 for each Supervisory Board or committee meeting they attend, or a maximum of €1,500 if several meetings are held on the same day.

dd) Additional benefits (expense reimbursements, value-added tax, D&O insurance)

In addition, Supervisory Board members are currently reimbursed for expenses incurred in the performance of their duties, which may also include the value-added tax legally owed by them on their remuneration and expenses. In addition, Supervisory Board members are included in a directors and officers liability insurance policy maintained by the Corporation with an appropriate limit in the interest of the Corporation, the premium for which is paid by the Corporation.

ee) Ratio of fixed and variable remuneration components

Fixed remuneration always constitutes 100% of total remuneration as no variable remuneration is paid.

b. Procedures for determining, implementing and reviewing the remuneration of the Supervisory Board

No remuneration-related legal transactions within the meaning of Article 87a(1) sentence 2 no. 8 AktG were concluded with the Supervisory Board members. Employee remuneration and employment conditions were not taken into account when determining the remuneration for the Supervisory Board members since their remuneration is based on the provisions of the Articles of Incorporation adopted by the Annual General Meeting.

The Annual General Meeting votes on the remuneration of the Supervisory Board members at the proposal of the Managing Board and Supervisory Board at least every four years. A simple majority of votes cast is sufficient to confirm the Supervisory Board remuneration. Any resolution to change the remuneration will require a simultaneous amendment of the corresponding provisions of the Articles of Incorporation; this will require a majority of the votes cast and a majority of three-quarters of the capital stock represented at the Annual General Meeting when the resolution is adopted.

Before the proposal is put to the Annual General Meeting, the Managing Board and Supervisory Board shall review whether the remuneration of the Supervisory Board members is still appropriate and reflects standard market conditions in accordance with the provisions in the Articles of Incorporation.

The remuneration of the Supervisory Board members is governed by Article 11 of the Articles of Incorporation of the Corporation, which reads as follows and shall not be amended:

§ 11

Remuneration

(1) A member of the Supervisory Board shall receive an annual remuneration of €25,000.00, in addition to the reimbursement of disbursements. Remuneration shall be two-fold the above mentioned remuneration for the Chairman and 1.5-fold for the Deputy Chairman.

(2) A member of the Audit Committee of the Supervisory Board shall receive an additional annual remuneration of €7,500.00. The Chairman of the Audit Committee shall receive twice the above mentioned additional remuneration.

(3) A member of the Presidial Committee of the Supervisory Board shall receive an additional annual remuneration of €5,000.00. The Chairman of the Audit Committee shall receive twice the above mentioned additional remuneration.

(4) Separate remuneration shall not be applicable for members of other committees, such as the Nomination Committee and the committee formed pursuant to Article 27 paragraph 3 of the Codetermination Act.

(5) The Corporation shall pay each member of the Supervisory Board an attendance fee of €750 for attending a Supervisory Board meeting or a meeting of a Supervisory Board committee of which they are a member. If they attend more than one meeting in a day, the maximum fee payable is double the attendance fee.

(6) The Corporation shall also reimburse the members of the Supervisory Board for sales tax payable on their remuneration and expenses. The remuneration shall be payable after the end of the financial year.

(7) The members of the Supervisory Board shall be included in the third-party liability insurance for economic losses taken out for an appropriate cover in the interest of the Corporation for its directors and certain executives. The premium payable for this insurance shall be borne by the Corporation.

(8) The provisions of this Article 11 shall apply for the first time for remuneration to be paid in the 2013 financial year.

Niestetal, April 2021

SMA Solar Technology AG

The Managing Board

THIS TRANSLATION IS FOR INFORMATION PURPOSES ONLY. THE ORIGINAL GERMAN TEXT IS LEGALLY BINDING.