

Declaration of Conformity with the German Corporate Governance Code as specified in Section 161 of the German Stock Corporation Law [AktG]

The Management and Supervisory Boards of centrotherm photovoltaics AG hereby declare that with slight deviations the principles of behavior recommended by the government commission "German Corporate Governance Code" have been complied with in the course of the past financial year 2007 and will be complied with in the future as well. Deviations from the German Corporate Governance Code in its current version from June 14, 2007 have been and shall be made with regard to the following points:

- **Deductible for D&O Insurance (Subclause 3.8):**

In contradiction to the recommendation to provide liability insurance which a company takes out for members of its Management and Supervisory Boards with an appropriate deductible (so-called Directors and Officers Insurance), the insurance agreements concluded for the benefit of members of the Management and Supervisory Boards of centrotherm photovoltaics AG do not include a deductible. The Management and Supervisory Boards are of the opinion that a deductible in the insurance for directors and officers does not provide an adequate means with which to achieve the aims of the Codex since, as a rule, no improved incentive in terms of motivation and/or a sense of responsibility on the part of the members of corporate bodies is effected through such measures.

- **Disclosure of Remuneration Components for Individual Board Members (Subclauses 4.2.3-4.2.5):**

The Directors Fee Disclosure Law permits the General Meeting of Shareholders to decide to waive disclosure of the individual emoluments of members of the Management Board with a majority of three-fourths of the voting capital when adopting resolutions. The corresponding information in accordance with Section 285 Sentence 1 No. 9 lit. a Sentences 5 to 9, 314 Paragraph 1 No. 6 lit. a. Sentences 5 to 9 of the German Commercial Code shall not be disclosed in the annual and consolidated financial statements for the financial year beginning on January 1, 2007 and the four subsequent financial years. A corresponding resolution was adopted at the General Meeting of Shareholders on July 5, 2007.

- **Age Limits for Management and the Supervisory Board (Subclauses 5.1.2 and 5.4.1):**

In defining age limits for the members of the Supervisory Board centrotherm photovoltaics AG sees an infringement on the rights of shareholders to select the members of the Supervisory Board. The same applies to the right of the Supervisory Board to determine the members of the Management Board. The company is convinced that not age, but rather knowledge and abilities alone should be the determining factors when it comes to selecting suitable candidates. Therefore, by way of departure from the corresponding recommendation in the Codex, no age limit has been stipulated for members of the company's Management and Supervisory Boards.

- **Formation of Committees (Subclause 5.3):**

The Supervisory Board of the company consists of the statutory minimum of three members and therefore has not formed any committees from among its members.

- **Supervisory Board Remuneration (Subclause 5.4.7):**

The Supervisory Board members of centrotherm photovoltaics AG receive fixed remuneration as well as a fee for attending meetings. Performance-related remuneration is not granted to the members of the Supervisory Board in accordance with the remuneration regulation specified in the company statutes.

- **Conflict of Interests Among Supervisory Board Members (Subclause 5.5.3):**

The deputy chairman of the Supervisory Board, Rolf Hans Hartung, holds a major interest both in the company and in associated companies. These associated companies have and have had various legal relationships with the centrotherm photovoltaics group of companies; thus there may be a conflict of interest. However, no revocation of the supervisory board seat held by Rolf Hans Hartung is planned at the present.

- **Shares and Financial Instruments Received by Members of the Management and Supervisory Boards (Subclause 6.6):**

Any direct and indirect shareholding on the part of the members of corporate bodies has been, as prescribed by the German Securities Trading Law and the German Security Prospectus Law, published within the scope of the listing of the company. No other publication of the shares or related financial instruments held by members of the company's corporate bodies takes place.

- **Publications on the Company's Internet Site (Subclause 6.8):**

The company neither publishes reports concerning rights to vote nor notifications with regard to director's dealings on its homepage. These reports are distributed throughout Europe in accordance with the stipulations of the German Securities Trading Law, so that the public is already adequately informed.

- **Accounting Obligations (Subclause 7.1.2):**

In financial year 2007 the stipulated time period of 45 days after conclusion of the reporting period with regard to publication of interim reports was exceeded with preparation of the report for the third quarter of 2007 for the first time. In financial year 2008 the prescribed deadlines shall be complied with in accordance with the German Corporate Governance Codex.

With the exception of the aforementioned deviations centrotherm photovoltaics AG complied with all of the recommendations of the German Corporate Governance Codex in its current version from June 14, 2007 in financial year 2007.

Blaubeuren, on December 19, 2007

centrotherm photovoltaics AG

- Management and Supervisory Board -