

Declaration of Conformity with the German Corporate Governance Code as specified in Section 161 of the German Stock Corporation Act (AktG)

The Management and Supervisory Boards of centrotherm photovoltaics AG hereby declare that, with the exception of the deviations described below, the principles of behavior recommended by the Government "German Corporate Governance Code" commission have been complied with since the issue of the last declaration of conformity in December 2007, and will also be complied with in the future. Deviations from the German Corporate Governance Code in its current version from June 6, 2008 have been and shall be made with regard to the following points:

- **Deductible for D&O insurance (Figure 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 – (D&O) - 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 with respect to the insurance for directors and officers does not provide an adequate means with which to achieve the aims of the Code since, as a rule, no improved incentive in terms of motivation and/or 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 and structural content of Management Board contracts (Figures 4.2.3-4.2.5):**

The Act relating to the Disclosure of Management Board Remuneration permits the General Meeting of Shareholders to elect 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 §§ 285 Clause 1 Number 9 lit. a Clause 5 to 9, 314 Paragraph 1 Number 6 lit. a. Clause 5 to 9 of the German Commercial Code (HGB) 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.

A deviation is also made with respect to the recommendation in Figure 4.2.3 Paragraph 4 regarding the introduction of a settlement cap within employment contracts for Management Board members in the instance of early discontinuation of Management Board activity without an important reason. Further deviation is also made with respect to the recommendation contained in Figure 4.2.3 Paragraph 5,

which limits a commitment to 150% of the settlement cap for services arising from early termination of Management Board activity following a change of control. The implementation of these recommendations would firstly give rise to significant legal difficulties and uncertainties. Secondly, when negotiating contracts relating to the initiation, continuation, or termination of Management Board member activities, we do not wish to be subject to restrictions, thereby allowing us to always achieve the best negotiating result for the company.

- **Age limits for Management and Supervisory Board members (Figures 5.1.2 and 5.4.1):**
centrotherm photovoltaics AG regards defining age limits for the members of the Supervisory Board as an infringement of shareholders' rights to select Supervisory Board members. 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 Code, no age limit has been stipulated for members of the company's Management and Supervisory Boards.
- **Formation of committees (Figure 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 (Figure 5.4.6):**
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 (Figure 5.5.3):**
The Deputy Chairman of the Supervisory Board, Rolf Hans Hartung, holds a major interest in both the company and its associated companies. These associated companies have, and have had, various legal relationships with the centrotherm photovoltaics Group of companies; conflicts of interest may consequently arise. 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 (Figure 6.6):**
Any direct and indirect shareholding on the part of the members of corporate bodies has been, and is,

published in harmony with the German Securities Trading Act and the German Securities Prospectus Act. No other publication of the shares or related financial instruments held by members of the company's corporate bodies occurs.

- **Publications on the company's website (Figure 6.8):**

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

Blaubeuren, on December 22, 2008

centrotherm photovoltaics AG

- Management and Supervisory Board -