

**FIRST SOLAR INC AGM Date: 2013-05-22**

**1.01 Elect Michael J. Ahearn**

**Withhold**

Newly appointed Non-Executive Chairman. Not considered to be independent as he previously served as the Company's chief executive officer from August 2000 to September 2009; interim chief executive officer from October 2011 to May 2012; executive chairman from October 2009 to December 2010 and May 2012 to July 2012; and non-executive chairman from January 2011 to October 2011 and July 2012 to present. It is considered that where a Chairman has also formerly been the CEO that this could impinge on the responsibilities of the incumbent CEO. It is also considered that the Chairman should be independent of management. There is insufficient independent representation on the Board.

**1.02 Elect Richard D. Chapman**

**Withhold**

Non-Executive Director. Independent by the Company, but not considered to be independent as he previously served on the Board of Managers of First Solar Holdings LLC. There is insufficient independent representation on the Board.

**1.03 Elect George A Hambro**

**Withhold**

Non-Executive Director. Independent by the Company, but not considered to be independent as he has served in various positions in First Solar from 2001-2009, including Chief Operating Officer from February 2005 to May 2007. There is insufficient independent representation on the Board.

**1.04 Elect James A. Hughes**

**For**

**1.05 Elect Craig Kennedy**

**For**

**1.06 Elect James F. Nolan**

**Withhold**

Non-Executive Director. Independent by the Company, but not considered to be independent as he served as an executive of a predecessor of the company and worked as a part-time consultant for the company from November 2000 until March 2007. In addition, he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

**1.07 Elect William J. Post**

**For**

**1.08 Elect J. Thomas Presby**

**For**

**1.09 Elect Paul H. Stebbins**

**For**

**1.10 Elect Michael Sweeney**

**For**

**2 Appoint the auditors**

**For**

**3 Shareholder proposal regarding accelerated vesting of equity awards upon change in control**

**For**

Proposed by: The Massachusetts Laborers' Pension Fund.

The shareholders ask the board of directors to adopt a policy that in the event of a change in control (as defined under any applicable employment agreement, equity incentive plan or other plan), there shall be no acceleration of vesting of any equity award(s) granted to any senior executive, provided, however, that the board's Compensation Committee may provide in an applicable grant or purchase agreement that any unvested award(s) will vest on a partial, pro rata basis up to the time of the senior executive's termination, with such qualifications for an award as

the Committee may determine. The proponents are concerned that the executive would become immediately entitled to accelerated vesting of all equity-based, long-term incentive and cash incentive compensation awards if a change in control occurs. The Company opposes this resolution and states that this proposal would conflict with and potentially undermine the objectives of the executive compensation program and would not be in the best interests of the Company or the Company's shareholders. The acceleration of unvested stock pursuant to a change in control where there is no reference to performance is not supported.

#### **4 Shareholder proposal regarding majority voting for director elections For**

Proponent: California State Teachers' Retirement System Investments (CalSTRS)

The shareholders propose that the board adopt a majority voting standard for director elections. The Board opposes this resolution and states that an adoption of a strict majority voting standard seems especially unwarranted and unnecessary because the Company has a strong corporate governance process designed to identify and propose director nominees who will best serve the interests of the Company and the Company's shareholders. Majority voting is supported as it is considered that the will of shareholders expressed as a majority voting against re-election should automatically lead to that director's removal from the board. It is not considered an issue where the board notes concerns over the risk of activist shareholders causing a majority of votes cast to be in opposition to directors. In this instance it would be in line with the interests of most of the voting power. Furthermore it is considered that simple majority voting is far more in shareholders' interests than that the status quo which the board is advocating, where the directors effectively guaranteed re-election in uncontested elections under the plurality voting system. We therefore support this resolution

Note: A similar resolution received approximately 48.3% votes cast at the 2012 AGM.