

## SMA SOLAR TECHNOLOGY AG

<b>MEETING DATE</b>	Tue, 23 May 2017 10:00 am	<b>TYPE</b>	AGM	<b>ISSUE DATE</b>	Thu, 11 May 2017
<b>MEETING LOCATION</b>	Kongress Palais Kassel, Friedrich-Ebert-Strasse 152, 34119 Kassel, Germany				
<b>CURRENT INDICES</b>	PIRC Global				
<b>SECTOR</b>	Renewable Energy Equipment				

<b>PROPOSALS</b>		<b>ADVICE</b>
<b>1</b>	<b>Receive Financial Statements and Statutory Reports for Fiscal 2016</b> Non-voting agenda item	<b>Non-Voting</b>
<b>2</b>	<b>Approve the Dividend</b> The Board proposes a dividend of EUR 0.26 per share. The dividend is covered by earnings. Acceptable proposal.	<b>For</b>
<b>3.1</b>	<b>Discharge Roland Grebe</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>3.2</b>	<b>Discharge Juergen Reinert</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>3.3</b>	<b>Discharge Pierre-Pascal Urbon</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.1</b>	<b>Discharge Roland Bent</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.2</b>	<b>Discharge Oliver Dietzel</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.3*</b>	<b>Discharge Peter Drews</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.4</b>	<b>Discharge Erik Ehrentraut</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.5</b>	<b>Discharge Kim Fausing</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.6</b>	<b>Discharge Johannes Haede</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.7</b>	<b>Discharge Heike Haigis</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.8</b>	<b>Discharge Winfried Hoffmann</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.9</b>	<b>Discharge Alexa Hergenroether</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.10</b>	<b>Discharge Yvonne Siebert</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.11</b>	<b>Discharge Matthias Victor</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.12</b>	<b>Discharge Hans-Dieter Werner</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>
<b>4.13</b>	<b>Discharge Reiner Wettlaufer</b> Standard proposal. No serious governance concerns have been identified.	<b>For</b>

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| <b>5</b> | <b>Appoint the Auditors</b><br>Deloitte proposed. Non-audit fees represented 36.83% of audit fees during the year under review and 18.72% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than seven years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.  | <b>Oppose</b> |
| <b>6</b> | <b>Approve the Remuneration System</b><br>It is proposed to approve the remuneration policy with an advisory vote. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. However, the Company has not disclosed quantified targets or performance criteria for its variable remuneration component, which may lead to overpayment against underperformance. In addition, there are no claw back clauses in place over the entirety of the variable remuneration component, which makes it unlikely for shareholders to reclaim that variable remuneration unfairly paid out. On these bases, Triodos opposes this resolution. | <b>Oppose</b> |
| <b>7</b> | <b>Elect Alexa Hergenroether</b><br>Non-Executive Director, not considered to be independent as she represents K+S KALI GmbH management, a significant shareholder. There is insufficient independent representation on the Board.<br>She is chair of the Audit committee which is not fully independent which Triodos does not support. However, she is newly appointed and not held accountable.   | <b>Oppose</b> |
- \* = Special resolution**
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