

**Overall guidelines for incentive programmes for
the Executive Board and SMT(Solar Management Team) of Solar A/S,
see section 139 of the Danish Companies Act**

1. Introduction

Under section 139 of the Danish Companies Act, the supervisory board of a listed company must establish overall guidelines for the company's share-based and non-share-based incentive programmes for its supervisory and executive boards before a specific agreement is made on incentive-based remuneration for a member of the company's supervisory or executive boards. Such guidelines must be transacted and approved at the company's annual general meeting.

Since 2006, Solar A/S has run incentive programmes for certain management employees, defined as the Executive Board and SMT (Solar Management Team). Members of the Supervisory Board receive fixed pay and not incentive pay. SMT is made up of the Executive Board of Solar A/S, corporate directors and chief executive directors in the individual subsidiaries (see the annual reports of the company).

The overall guidelines cover incentive programmes for the Solar A/S Executive Board and SMT. The Executive Board consists of the persons registered with the Danish Commerce and Companies Agency as CEOs of Solar A/S.

The Supervisory Board finds that combining a fixed salary with performance-dependent pay (incentive pay) for the Executive Board and SMT members helps to ensure that Solar can attract and retain key staff while ensuring a further incentive for value creation for shareholders.

The purpose of the overall guidelines is to establish a framework for incentive pay (both share-based and non-share-based) to ensure that incentive pay does not lead to carelessness, unreasonable behaviour or the acceptance of unusual risks.

The Supervisory Board finds that the total remuneration is at a reasonable level and reflects the efforts, responsibilities and value creation for Solar of the Executive Board and SMT.

2. Principal ideas of incentive pay

Incentive programmes may consist of any form of variable pay, including share-based and non-share-based incentive programmes.

The following elements make up Solar's incentive programmes:

1. Share-based incentive programmes (share options), see point 3 below and
2. Non-share-based incentive programmes (bonus), see point 4.

3. Share-based incentive programmes

3.1. General rules

The value of share-based incentive programmes granted within a financial year may total up to 50 per cent of the individual Executive Board / SMT member's fixed annual remuneration excl. pension contribution. When entering the current programme, a maximum of 100 per cent of the fixed annual remuneration excl. pension contribution is granted.

Any granting for the year is published via NASDAQ OMX Copenhagen and the annual report.

The granting is meant to ensure value creation and fulfilment of Solar's long-term objectives. The estimated present value of the share-based incentive programmes covered by these guidelines is determined in accordance with the principles of recognition in Solar's annual report under the accounting principles in force at the time in question.

The current programme may be used three years after granting at the earliest and must be used four years after the granting at the latest. Use can only take place up to maximum six weeks after publication of the company's annual report. In special cases, the Supervisory Board may make an exemption. The exercise price of any share instrument may not be lower than the market price of the company's shares at the issue date.

Danish employees are taxed under section 28 of the Danish Tax Assessment Act, giving the company a right of deduction.

Shares for fulfilling obligations related to share-based incentive programmes are provided through Solar's existing holding of treasury shares, through buy-back of treasury shares or through issue of new shares.

3.2. Specific rules for SMT members

No consideration is paid for the share instrument unless otherwise specified by the Supervisory Board.

In the case of any granting, the Supervisory Board may determine the period over which the share-based incentive programmes must be vested and when the share-based incentive programmes may be exercised. After each granting to SMT, the Supervisory Board may decide to stop the current programme.

In case of an SMT member's resignation not resulting from a material breach on the part of the Solar Group, the share options will become void if not exercised by the end of the employment. The share options will become void automatically and without notice.

3.3. Specific rules for the Executive Board

No consideration is paid for the share instrument.

In case of an Executive Board member's own resignation not resulting from a material breach on the part of the Solar Group, any options which have not been exercised at the end of the employment must be exercised no later than ten days after the publication of the first annual report after the end of the employment. Any options which have not been exercised will lapse automatically and without notice. This will be regulated in the individual contract for the Executive Board.

Any options granted before a member joined the Executive Board will continue to be valid subject to the terms applicable at the time of granting.

4. Non-share-based incentive programmes

The term of non-share-based incentive programmes, typically a bonus plan or a performance contract, may be one or several years or cover a period of less than a financial year. The term may also be unspecified at the time of granting if, for example, granting depends on a certain event taking place.

In special cases, the value of non-share-based incentive programmes per financial year may total up to 100 per cent of the individual Executive Board / SMT member's fixed annual remuneration excl. pension contribution.

Any bonus payment will depend on whether the conditions and objectives defined in the agreement have been met in full or in part. These may be targets for Solar's organic growth, EBITA, EBT adjusted for amortisation, ROIC, working capital, personal objectives relating to the performance of the CEO / SMT member in question, his / her performance or the occurrence of a relevant event.

In case of an Executive Board / SMT member's resignation or Solar's termination of the employment, a proportionate share of the bonus will be received until the end of the employment. Group CEOs are also entitled to termination benefits equating to the last 12 months' fixed remuneration excl. pension contribution, cf. mention of this in the annual report.

5. Entering into and change of incentive programmes

If the Supervisory Board wants to enter into or change a specific agreement on incentive programmes with the Executive Board, such an agreement will be subject to these guidelines. Changes to the guidelines must be approved by the general meeting.

6. Publication

A provision stating that the general meeting has adopted guidelines for incentive pay of the Executive Board will be added to the company's articles of association under section 139 of the Danish Companies Act.

After approval at the general meeting, the guidelines will be published at Solar's website www.solar.eu.

No specific agreement on incentive pay can be made until the day after the publication of the approved guidelines at Solar's website www.solar.eu.

These guidelines were submitted to and approved by the annual general meeting on 8 April 2011.