

2009 Annual General Meeting of Shareholders

Counter motions and Nominations for the SAP AG Annual General Meeting of Shareholders May 19, 2009

This notice sets out the shareholder motions and nominations for the agenda of the May 19, 2009, Annual General Meeting of Shareholders that are counter to the recommendations of the Executive Board and Supervisory Board and are required to be communicated by the Company.

The following counter motions and nominations are shown in the order in which the Company received them.

The Executive Board of SAP AG

1. Mr. Michael Sürken, Düsseldorf

Item 5 on the agenda:

Election of the auditor to the Company and Group for fiscal year 2009

On April 26, 2009, Mr. Michael Sürken of Düsseldorf submitted the following nomination for the agenda of the May 19, 2009, SAP AG Annual General Meeting of Shareholders in Mannheim:

“As a shareholder, I nominate Deloitte for auditor.”

2. Mr. Roland Kretschmer and Ms. Gabriele Kretschmer

Item 5 on the agenda:

Election of the auditor to the Company and Group for fiscal year 2009

On April 27, 2009, Mr. Roland Kretschmer and Ms. Gabriele Kretschmer together submitted the following counter motion for the agenda of the May 19, 2009, SAP AG Annual General Meeting of Shareholders in Mannheim:

“I move that this General Meeting of Shareholders should not elect KPMG as auditor, because it has already served as our auditor in recent years. I move that the Company change auditors every fiscal year.”

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3. Mr. Heiko Jentsch, Römhild

Item 2 on the agenda:

Resolution on the appropriation of the retained earnings of fiscal year 2008

In a letter dated April 25, 2009, Mr. Heiko Jentsch of Römhild submitted the following counter motion for the agenda of the May 19, 2009, SAP AG Annual General Meeting of Shareholders in Mannheim:

“As a shareholder of SAP AG, I move that, counter to the proposal in item 2 on the agenda, the dividend be increased to €0.80 per share.”

Reason:

“Reading the agenda for the SAP AG Annual General Meeting of Shareholders for fiscal year 2008, I note that, at approximately 21.5%, the percentage of retained earnings to be appropriated for the payment of the dividend is very small at SAP AG.

I have therefore taken the trouble to compare it with the percentage of retained earnings paid out in dividends by other corporations (all of them DAX or M-DAX components). The percentage of retained earnings paid out in dividends by the comparator corporations is between 30% and 99%. Notably, Rheinmetall AG and BMW AG both pay out 99% of retained earnings as dividend.

The small dividend, which is unchanged since the previous year, also surprises me because, according to SAP's own report, revenue increased 14% compared to the previous year.

As a shareholder of SAP AG, I move that, counter to the proposal in item 2 on the agenda, the dividend be increased to €0.80 per share. This increase would result in a percentage dividend payout of approximately 34%.”