

Annual General Meeting of Shareholders May 10, 2007

**In compliance with Section 126 of the German Stock Corporation Act,
the Executive Board of SAP AG announces:**

Ms. Irmgard Konrad and Mr. Helmut Konrad have asked the Executive Board of SAP AG to add the following countermotion, dated April 16, 2007, to the agenda of the Annual General Meeting of Shareholders of SAP AG to be held in Mannheim on May 10, 2007:

**Countermotion to Agenda Item 3:
Formal approval of the acts of the Executive Board**

“Motion to decline formal approval of the acts of the Executive Board
by reason of its incompetence”

Annual General Meeting of Shareholders

May 10, 2007

In compliance with Section 126 of the German Stock Corporation Act, the Executive Board of SAP AG announces:

Mr. Klaus-Dietrich Thiessen has asked the Executive Board of SAP AG to add the following countermotion, dated April 25, 2007, to the agenda of the Annual General Meeting of Shareholders of SAP AG to be held in Mannheim on May 10, 2007:

Countermotion to agenda item 7:

Authorization to acquire and use treasury stock pursuant to the German Stock Corporation Act, section 71 (1)(8), with possible exclusion of the shareholders' subscription rights and, if applicable, the right to offer shares

"That the General Meeting of Shareholders vote against the motion for authorization to acquire and use treasury stock pursuant to the German Stock Corporation Act, section 71 (1)(8), with possible exclusion of the shareholders' subscription rights and, if applicable, the right to offer shares."

The shareholder gives the following reasoning:

"SAP AG is not a bank, and its proper business does not include dealings in securities, not even shares of SAP. Buying back shares and redeeming (canceling) them always reduces a company's assets (cash) and liabilities (shareholders' equity). Thus, total assets also decline. That cannot be in the interest of the company or its shareholders. Since reducing the number of shares reduces the assets, it cannot be justified by an increase in the share price. Money that would be used for that purpose would be better employed to repay debt or it should be appropriated by the shareholders to provide a higher dividend. That would improve the rating, or it would stimulate or underpin the share price, or all three."

Management response to Mr. Klaus-Dietrich Thiessen's countermotion to item 7 (Acquiring and using treasury stock)

Buying back shares is accepted as good company management practice. Resolutions granting powers to do so have been a standard item on the agenda of publicly owned companies for years. Buying back shares for treasury returns free liquidity to shareholders just like paying a dividend. Just like a dividend, a buy-back provides a direct share in the success of the company for shareholders. Uses to which SAP AG puts shares bought back as authorized by the General Meeting of Shareholders include among others satisfying subscription rights attaching to stock options and conversion rights attaching to convertible bonds under stock-based participation plans for employees and managers. Neither the proposed authorization nor the law permits trading in SAP shares. The Executive Board and the Supervisory Board therefore stand by the proposed resolution.

Waldorf, April 2007

SAP AG