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SAP Incentive Plan 2010

MANNHEIM – May 9, 2006. The Supervisory Board of SAP AG has approved Incentive Plan 2010, a share price oriented remuneration program that would reward SAP executive board members for significantly expanding the Company's business and substantially increasing value to shareholders and customers. Incentive Plan 2010 was announced at the annual shareholders' meeting today in Mannheim, Germany.

Under the terms of the plan, SAP executive board members will collectively receive stock appreciation rights that will expire on December 31, 2010. The executive board could potentially receive up to €100 million in compensation if the Company's average market capitalization approximately doubles from the second half of 2005 to the end of 2010 or earlier. A payout, which will be cash (not stock-based), will only be made if the Company achieves a sustained increase in market capitalization and the Company's share price outperforms the Goldman Sachs Technology Index, which will be the benchmark for this plan. The Supervisory Board believes that a sustained increase in market capitalization, when accompanied by share price outperformance against an appropriate benchmark, is a reliable indicator of corporate success, the company's growth potential and value added to all stakeholders in the Company, including shareholders, customers and employees.

SAP will also expand the plan to two other groups of SAP employees: senior managers and key contributors. Each group could potentially receive up to €100 million. The criteria used to determine the payout for the executive board members will also be used to determine the payout for senior managers and key contributors.

The performance-oriented Incentive Plan 2010 is consistent with the Company's stated 2010 ambitions to more than double its addressable market and customer base, derive 50% of its software revenues from new products and generate 40-45% of its business in the mid-market.

Hasso Plattner, Chairman of the Supervisory Board, told shareholders at the annual meeting, "We have very ambitious business goals. But we have a unique chance to accomplish even more for the company. To make this happen requires an extraordinary performance from management. With the Incentive Plan 2010, we aim to stimulate beyond what we believe is already exceptional innovation and thinking from thought leaders and key contributors within this Company. This plan will help us to focus on this long term target."

Mr. Plattner continued, "Incentive Plan 2010 demonstrates SAP's commitment to lead and define the future of the business software industry, successfully deliver a business process platform and innovative applications, win in new markets and customer segments, and increase shareholder value."

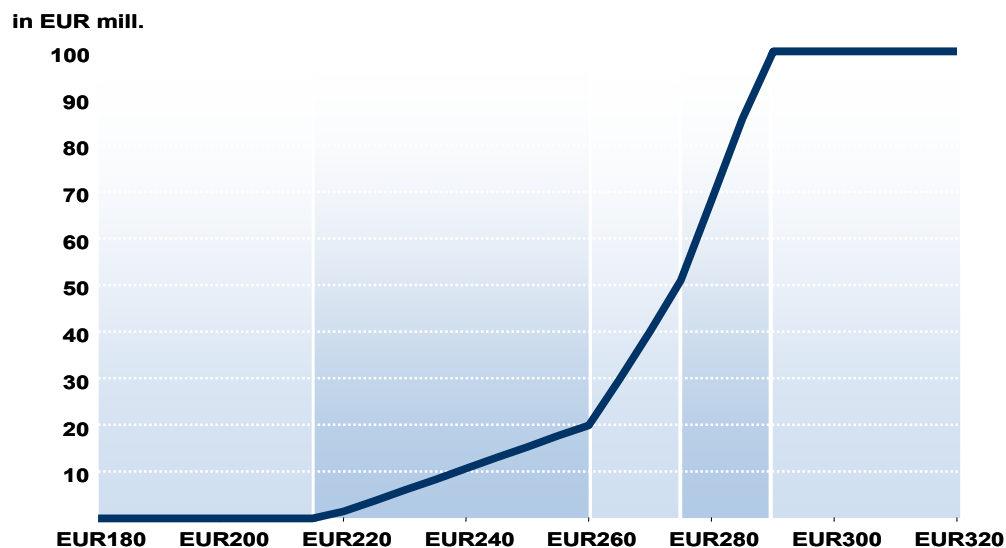
Key facts

- * The base market capitalization figure for the incentive plan is €44.8 billion, representing a per-share price of €144.60 (grant value). This was the average free-float weighted market capitalization of SAP AG (excluding treasury shares) calculated from the average Xetra closing price of the SAP share between July 1 and December 31, 2005.
- * Payment will be made to the executive board members 12 months after the supervisory board compensation committee has determined the target has been achieved. If the target is met partially, payment will be awarded on a scaled-back basis assuming a certain minimum share price rise has been achieved.
- * There will be no payout unless the SAP share price increases by a minimum of 50% from the base market capitalization figure of €44.8 billion and the share price outperforms the GSTI Software Index of Goldman Sachs & Co investment bank, which will be used as the benchmark for the plan.
- * Participants will only be rewarded if there is a sustained increase in the market capitalization of SAP – i.e. a temporary market spike, or surge in SAP's share price unconnected to executive performance will not be recognized by the compensation committee.

- * The “two-quarters” rule applies: the target will be deemed to have been fully met only if SAP’s market capitalization is equal to, or exceeds, €89.6 billion as an average in the third and fourth quarters of any year before the program ends in 2010.
- * The remuneration per stock appreciation right is calculated progressively, using the following ranges:

Increase in Market Capitalization	Maximum Remuneration as % of Grant Value
0 - 50%	0%
> 50 – 80%	20%
> 80 – 90%	30%
> 90 - 99.99%	50%
Total	100%

- * The following graph shows the progression of pay-outs to executive board members depending on the share price performance and illustrates how the payments are weighted to reward extraordinary share price performance:



- * The stock appreciation rights will lapse after December 31, 2010 if the payout conditions as described above have not been met.
- * If an executive board member leaves the company before the program expires or the target is fully met, the supervisory board compensation committee will determine to what degree the executive is entitled to a payment.

- * Over the life of the program SAP will accrue for and recognize as cost in its P&L the amount of the final payout of the Incentive Plan 2010. The amount of cost to be recorded in each individual quarter depends on the fair value of the incentive plan which is impacted by the performance of the SAP share price. For 2006, the Company anticipates a maximum of €15 million share based compensation expense assuming that the SAP share price does not exceed approximately €210 at year-end.

Any statements contained in this document that are not historical facts are forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Words such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “project,” “predict,” “should” and “will” and similar expressions as they relate to SAP are intended to identify such forward-looking statements. SAP undertakes no obligation to publicly update or revise any forward-looking statements. All forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. The factors that could affect SAP's future financial results are discussed more fully in SAP's filings with the U.S. Securities and Exchange Commission (“SEC”), including SAP's most recent Annual Report on Form 20-F filed with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates.

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