

Accelerating SAP's Cloud Presence: Launching the Business Network

May 22, 2012



Disclaimer

Any statements contained in this document that are not historical facts are forward-looking statements as defined in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Words such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “project,” “predict,” “should” and “will” and similar expressions are intended to identify such forward-looking statements. Forward-looking statements in this press release include the quotes from executives of both companies and statements concerning the parties' ability to complete the transaction, the expected closing date of the transaction, and the expected benefits and synergies of the transaction. All forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. These potential risks and uncertainties include, among others, uncertainties as to the timing of the acquisition; the satisfaction of closing conditions, including the receipt of Ariba stockholder approval and regulatory approvals; the failure to retain key Ariba employees, contracts or benefits; the failure to achieve expected synergies and other benefits; customer and partner uncertainty regarding the anticipated benefits of the transaction; whether certain industry segments will grow as anticipated; the competitive environment among participants in cloud technologies; and other risks detailed in SAP's and Ariba's filings with the U.S. Securities and Exchange Commission ("SEC"), including SAP's most recent Annual Report on Form 20-F and Ariba's most recent Annual Report on Form 10-K and quarterly report on Form 10-Q filed with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. SAP undertakes no obligation to publicly update or revise any forward-looking statements.

Additional Information about the Merger and Where to Find It

In connection with the proposed merger, Ariba will file a proxy statement with the Securities and Exchange Commission (the “SEC”). The definitive proxy statement will be sent or given to the stockholders of Ariba and will contain important information about the proposed merger and related matters. Ariba's stockholders are urged to read the definitive proxy statement carefully when it becomes available before making any voting or investment decision with respect to the proposed merger because they will contain important information about the merger and the parties to the merger. Additionally, Ariba and SAP will file other relevant materials in connection with the proposed acquisition of Ariba by SAP pursuant to the terms of an Agreement and Plan of Merger by and among, SAP America, Angel Expansion Corporation, a wholly owned subsidiary of SAP America, and Ariba. SAP, Ariba and their respective directors, executive officers and other members of their management and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of Ariba stockholders in connection with the proposed merger. Investors and security holders may obtain more detailed information regarding the names, affiliations and interests of certain of SAP's executive officers and directors in the solicitation by reading SAP's most recent Annual Report on Form 20-F, and the proxy statement and other relevant materials filed with the SEC when they become available. Information concerning the interests of Ariba's participants in the solicitation, which may, in some cases, be different than those of Ariba's stockholders generally, will be set forth in the proxy statement relating to the merger when it becomes available.

The materials to be filed by SAP and Ariba with the SEC may be obtained free of charge at the SEC's web site at www.sec.gov

In addition, security holders will be able to obtain free copies of the proxy statement from Ariba by contacting Ariba Investor Relations by email at investor@ariba.com or by telephone at +1 (678) 336-2980.

Strategic Rationale and Market Opportunity

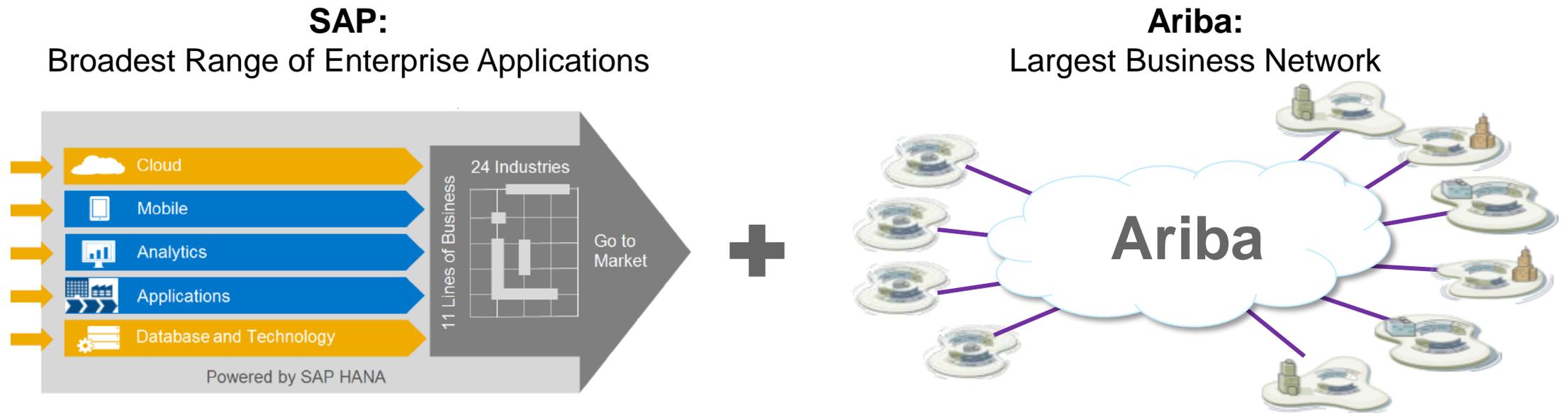
- Ariba is the second largest cloud vendor and **runs the largest global trading network**, driving more than \$319 billion in commerce transactions among more than 730,000 companies.
- Ariba will enable SAP to **create the business network of the future** by combining its large buyer & seller network with SAP's more than 190,000 customers and deep business process expertise. Already today, 63% of the world's transaction revenues touch an SAP system.
- SAP will become a **leader in the fast-growing segment of cloud-based business networks** where companies connect and collaborate, buy and sell across the globe in new ways enabled by powerful cloud solutions.
- The **Global 2,000 companies spend \$12 trillion with their suppliers** – with \$319 billion transacted through Ariba's trading network – SAP customers make up the majority of the Global 2,000 offering a huge market potential for network based business-to-business collaboration.
- SAP will become a **clear leader in Cloud Supplier Relationship Management** – SRM is a \$5 billion revenue segment with on-demand SRM solutions and networks growing significantly faster.

Business Synergies and Cloud Momentum

- All SAP customers will be able to **easily connect to the business network** through pre-built integration points and drive additional transaction volume and fees.
- The **business network is open to all companies** – no matter what source system or platform, size or industry, and no matter whether on-premise or on-demand.
- Ariba benefits from the **power and breadth of SAP's global sales force**.
- Ariba business network will **benefit from SAP's in memory platform SAP HANA** and mobility capabilities – enabling real-time performance for searching, trading, analysis and competitive benchmarking of supply chain management in the cloud anytime, anywhere.
- Ariba's leading **on-demand cloud procurement and invoicing solutions complement** SAP's existing portfolio of on-demand solutions.

Creating the Business Network of the Future

Expand SAP's five market category strategy by creating the business network which provides significant growth opportunities and creates new models for business collaboration in the cloud.

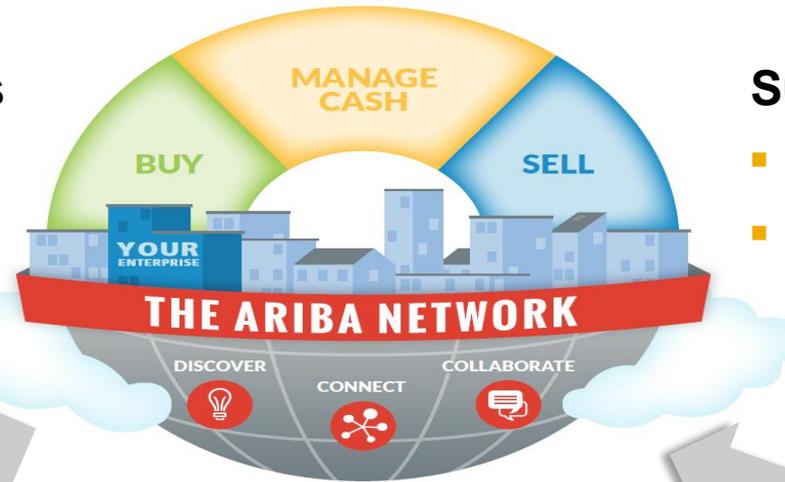


\$320 Billion in Annual Spend on Ariba Network

Ariba Global Trading Network (Inter-Enterprise Business Network)

Subscription revenue from Buyers

- **Connectivity subscription fee**
- More than 420 strategic buyers
- Over 1,100 buyer apps customers



Subscription revenue from Suppliers

- **Network supplier subscription fee**
- 730k registered suppliers with more than 100k transacting



Buyer fees

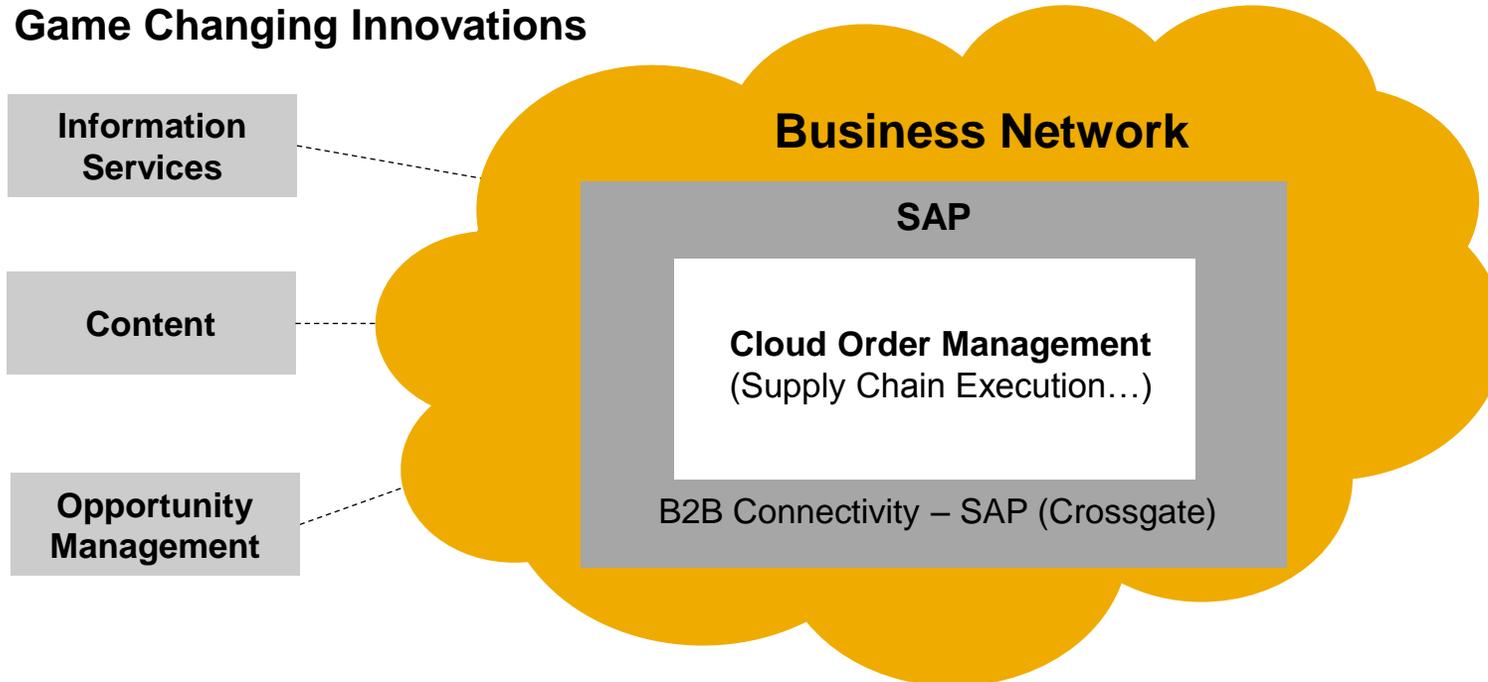
Supplier fees

Network subscription revenue from buyers and sellers derived from \$320bn in annual spend on network



Combining Ariba's Network & SAP's Application Expertise

Game Changing Innovations



Bringing Unique Value to Customers

- Enable all SAP solutions to connect to the Ariba Network to benefit from the value of the largest business network of the world
- Simplified business-to-business integration and collaboration with 730,000+ companies
- Power business network with SAP HANA and deliver real-time advanced analytics
- Access integrated cloud-based source-to-settle applications on one single platform
- Leverage Crossgate payment platform

Financial Details

- SAP's subsidiary, SAP America, Inc., has entered into an agreement to acquire Ariba for \$45 per share, representing an enterprise value of approximately \$4.3 billion.
- The transaction will be funded from SAP's free cash and a €2.4 billion term loan facility.
- SAP expects the combination to deliver significant benefits, including in the form of revenue enhancements driven by increased go-to-market expertise and development capabilities for its cloud portfolio.
- The transaction is expected to close in the third quarter of calendar year 2012 and is expected to be accretive to SAP's Non-IFRS earnings per share in 2013.

About Ariba

- Leader in Cloud-based Spend Management Solutions & Global B2B Commerce Networks.
- Founded in 1996 – Ariba is the world’s business commerce network, combining industry-leading, cloud-based technology with the world’s largest web-based trading community to help companies discover and collaborate with a global network of partners.
- Using the Ariba Network, businesses of all sizes can connect to their trading partners anywhere, at any time from any application or device to buy, sell, and manage their cash more efficiently and effectively.
- Ariba FY 2011 revenue of \$444 million growing at 39% compared to FY 2010.
- Ariba is headquartered in Sunnyvale, CA with ~2,600 employees.
- Ariba has more than 1,100 buyer customers, 59,000 supplier customers, and more than 730,000 companies in the Ariba network.

Ariba Enabling Leaders Across Many Industries

Financial Services	
CPG & Retail	
Technology	
Chemicals, Energy, Mining	
Healthcare & Pharma	
Manufacturing & Construction	
Services & Other	