

SAP AG

General Meeting of Shareholders

on May 23, 2012 at SAP Arena in Mannheim, Germany

Explanations on item 1 of the Agenda

On March 22, 2012, the Supervisory Board approved the annual financial statements prepared by the Executive Board on February 23, 2012 in accordance with Section 172 sentence 1 of the German Stock Corporation Act (*Aktiengesetz*, AktG). The annual financial statements have thus been adopted. At the same time, the Supervisory Board also approved the group financial statements. In accordance with Section 173 (1) AktG, it is therefore not necessary for the General Meeting of Shareholders to adopt the annual financial statements and to approve the group financial statements. Annual financial statements and group financial statements, management report and group management report, including Executive Board's explanatory notes relating to the information provided pursuant to Sections 289 (4) and (5) and 315 (4) of the German Commercial Code (*Handelsgesetzbuch*), as well as the Supervisory Board's report must merely be made available to the General Meeting of Shareholders, without a resolution (except in respect of the appropriation of retained earnings) being required.

