Rules of Procedure
Supervisory Board SAP SE
(Version as of February 23, 2022)

Article 1 General
1. The Supervisory Board conducts its business in accordance with the provisions of the law, the Articles of Incorporation, and these Rules of Procedure. Except as otherwise provided by the law, the Articles of Incorporation, and these Rules of Procedure, all of its members have the same rights and duties, and they are not subject to directions.

2. The Supervisory Board shall cooperate with the Executive Board closely and in good faith for the Company’s benefit.

Article 2 Election of Chairperson and Deputy Chairperson(s)
1. The Supervisory Board elects a chairperson and one or two deputy chairperson(s) from among its number. When electing the chairperson of the Supervisory Board, the oldest member in terms of age of the shareholders’ representatives on the Supervisory Board will chair the meeting; Article 4 para. (9) sent. 3 shall apply mutatis mutandis.

2. Only a shareholders’ representative may be elected as chairperson of the Supervisory Board. One of the deputy chairpersons will be elected upon proposal by the employees’ representatives.

3. The chairperson and deputy chairperson(s) are elected for the duration of their term of Supervisory Board membership. If the chairperson or a deputy chairperson resigns from office, the Supervisory Board shall hold a new election without delay for the remainder of the current term of office of the resigned member.

4. The Supervisory Board’s chairperson shall also take charge of organizing the cooperation with the Executive Board. The Supervisory Board’s chairperson shall regularly discuss with the CEO the SAP Group’s strategic focus, business development, organizational structure and risk profile. The chairperson shall report on these matters to the Supervisory Board in its subsequent meeting at the latest.

Article 3 Incapacitation of the Chairperson
1. If the chairperson is unable to discharge the duties of his or her office, the deputy chairperson does so in his or her place. The provisions of para. (2) of this Article 3 and of Article 4 para. (9) sent. 4 shall remain unaffected.

2. If the chairperson is unable to chair a General Meeting of Shareholders, he or she shall determine another member of the Supervisory Board as substitute to chair the General Meeting of Shareholders. If he or she has not determined a substitute, the shareholders’ representatives on the Supervisory Board shall elect a member of the Supervisory Board as chairperson of the General Meeting of Shareholders.

Article 4 Meetings and Resolutions
1. At least two meetings of the Supervisory Board shall be held per calendar half-year. The meeting place shall be the Company’s registered office, unless another meeting place
is determined in the invitation. The members of the Executive Board shall attend the meetings of the Supervisory Board upon request of the Supervisory Board or its chairperson. The Supervisory Board, however, shall regularly meet also without any member of the Executive Board attending.

2. The chairperson calls Supervisory Board meetings in writing or text form by letter, e-mail or facsimile message, allowing a notice period of 14 days before the day of the meeting. The day on which the invitation is sent, and the day of the meeting do not count toward the notice period. In urgent cases the chairperson may shorten the notice period and call the meeting by word of mouth, telephone, or another suitable means of electronic communication. The invitation must be accompanied by notice of the agenda items. A period of 10 days is adequate notice for draft resolutions on the agenda items; in urgent cases the chairperson may shorten the notice period.

3. If the Supervisory Board agrees a decision on an item of which notice was not given or not given in time with the agenda, the resolution is duly adopted if no Supervisory Board member who is present opposes its adoption, and no absent Supervisory Board member notifies the chairperson of his or her opposition to the resolution within two weeks of receipt of the minutes of the Supervisory Board meeting at which the decision was agreed. The minutes must expressly indicate that the decision was made without notice having been given or that notice was not given in time. If it is not duly adopted before that time, such a decision is deemed duly adopted as a resolution if the minutes of the Supervisory Board meeting at which the decision was agreed are accepted within the meaning of paragraph (13) and no Supervisory Board member has opposed it.

4. The chairperson can postpone a meeting after it has been called but before it is opened.

5. Where an application is made by a Supervisory Board member to the Supervisory Board chairperson not fewer than 15 days before the meeting naming an item for inclusion on the agenda, the item must be included on the agenda.

6. The meetings of the Supervisory Board shall as a rule be held with the members attending in person. Upon decision by the chairperson, meetings of the Supervisory Board may also be held by video conference, or individual members of the Supervisory Board may attend the meeting by way of video transmission. In such cases, votes may also be cast by video conference or by way of video transmission, respectively.

7. The chairperson presides over meetings. The chairperson decides the sequence in which agenda items are dealt with.

8. The chairperson decides the sequence and method of voting. He or she presides over votes. In general, voting’s are executed publicly. A secret vote only takes place when (i) the chairperson sets it up or (ii) the Supervisory Board decides it by open vote.

9. Unless otherwise mandatorily prescribed by law or the Articles of Incorporation, the Supervisory Board is quorate if at least half of its members participate in passing the resolution. Resolutions and elections require a simple majority of the votes cast, unless otherwise mandatorily prescribed by law or the Articles of Incorporation. In the event of a tie, the vote of the chairperson shall be decisive (casting vote). The deputy chairperson shall have the casting vote only if he or she is a shareholders’ representative.

10. An absent member can have his or her written vote given in by another member. If an absent member does not have a written vote given in by another member, to maintain parity another Supervisory Board member from the opposite side to the absent member (that is an employee representative or a shareholder representative, as the case may be) should declare that he or she will not take part in the vote. The declaration must be given before voting begins.

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11. On request of two members or on the direction of the chairperson, a decision to adopt a resolution must be postponed if not all members are present, the absent members have not all had written votes given in, and parity has not been maintained as envisaged in paragraph (10), sentence 2. In the event of such a postponement, unless an extraordinary Supervisory Board meeting is called or a decision is reached using the procedure in paragraph (12), the decision is made at the next regular meeting. Another minority request for postponement of the decision is not allowed when the matter is taken again.

12. A vote on a decision can be taken outside of meetings by obtaining written or telephone votes or by voting by video conference or any other means of electronic communication (e.g. by e-mail or facsimile) as directed by the chairperson. When obtaining written votes or votes to be transmitted by other electronic means, the chairperson has to set an adequate time limit for the casting of votes. Paragraph (3) of this Article 4 shall apply mutatis mutandis to the adoption of resolutions outside of meetings.

13. Minutes must be kept of resolutions and meetings. The minutes must be signed by the chairperson, sent to each member of the Supervisory Board without delay, and approved by resolution of the Supervisory Board at the beginning of the next meeting of the Supervisory Board.

14. After the approval of the minutes in which it is recorded pursuant to paragraph (13), the validity of a resolution of the Supervisory Board is challengeable only by court action, which must be brought within one month of such approval.

Article 5  Duty of Secrecy

1. Every member of the Supervisory Board has a duty to keep secret all confidential information and secrets of the Company, including without limitation trade secrets that become known to him or her by reason of his or her Supervisory Board work. This duty survives the end of his or her time in office as a Supervisory Board member. At the end of his or her time in office as a Supervisory Board member he or she must, upon request by the Supervisory Board chairperson, return all confidential documents to the Supervisory Board chairperson.

2. The members of the Supervisory Board must not involve employees or third parties unless this is essential for the proper performance of their Supervisory Board duties. They must also bind these employees and third parties to the duty of secrecy. Where a Supervisory Board member intends to disclose to any third party any information that the member has obtained by reason of his or her membership of the Supervisory Board, the member must inform the Supervisory Board chairperson of that intention in advance and give the chairperson the opportunity to comment. Disclosure of such information against the will of the Supervisory Board chairperson is permitted only with the consent of the Supervisory Board.

3. Except where the Supervisory Board decides otherwise in individual cases, written reports from the Executive Board to the Supervisory Board are handed out to the members of the Supervisory Board. Each Supervisory Board member is entitled to inspect reports on relations with affiliated enterprises and any special reports. These reports are not handed out except where the Supervisory Board decides otherwise in particular cases. The Company annual financial statements and management report, the group annual financial statements and group management report, and the auditor’s reports must be handed out to each Supervisory Board member.
Article 6 Committees

1. The Supervisory Board may appoint committees of three or more members from among its number; they should as a rule not comprise more than eight members.

2. The committees should have equal representation of shareholders’ representatives and employees’ representatives, unless a deviating composition of the respective committee is required or appropriate because of the topics allocated to the respective committee, the law or the provisions of the German Corporate Governance Code. The deputy chairperson of the Supervisory Board who has been elected upon proposal of the employees’ representatives should be a member of the committee coordinating the work of the Supervisory Board and preparing its meetings, provided such a committee is established.

3. Committees carry out the functions assigned to them by resolutions of the Supervisory Board, by the Articles of Incorporation, or by law, for and on behalf of the full Supervisory Board. The committees’ chairpersons shall regularly report to the full Supervisory Board about the committees’ work.

4. The Supervisory Board appoints one member of the committee to be the chairperson of the committee.

5. The chairperson of the committee may call upon the advisory support of members of the Supervisory Board who are not members of the committee.

6. Committee meetings are called by the chairperson of the concerned committee. Each member is entitled, on application to the chairperson stating reasons, to require that a committee meeting be called. Meetings must be called as often as appears necessary. Ordinarily the period of notice must not be less than three working days. When calling a meeting, the chairperson of the committee should give notice of the items on the agenda.

7. A committee is quorate only if two thirds of the members, but at least three members, participate in passing the resolution.

8. In all other respects, the provisions in articles 4 and 5 in these Rules of Procedure apply accordingly.

Article 7 Regular Reporting of the Executive Board

1. At least once per fiscal year, the Executive Board shall report about the intended business policies and all fundamental matters of business planning, including but not limited to information about failures to achieve targets previously reported, with reasons. At the same time, it shall also report about the profitability and progress of business, the risks to which the Company is subject and how they are managed, and about any relevant compliance issues.

2. At least once per calendar quarter, the Executive Board shall report about the Company’s situation, business progress and status of implementing the Company’s strategy. It shall particularly focus on the development of the Company’s and the SAP Group’s revenues, financial and economic conditions and results of operations, as well as on the portfolio strategy. Furthermore, the Executive Board shall report on the SAP Group’s material risks and HR development.

3. At the time of the Supervisory Board meetings, the Executive Board shall report on the development of the results of the SAP Group and each business area, as well as the expectations for the financial year.
4. The Executive Board’s reporting must be made in digital or electronic form and – to the extent possible – so timely as to allow the Supervisory Board to reasonably prepare for its meetings and be informed about all relevant aspects in a regular, prompt and comprehensive manner.

Article 8 Ad Hoc Reporting of the Executive Board

1. The Executive Board shall continuously inform the Supervisory Board about all transactions and events which may be relevant, particularly for the Company’s profitability or liquidity and the general business policy. To the extent possible, the Supervisory Board must be informed so timely as to allow it to issue an opinion.

2. Furthermore, the CEO shall report to the Supervisory Board’s chairperson without undue delay in electronic form on all matters which may be material for the Company’s profitability or liquidity. All members of the Executive Board shall support the CEO in performing this duty.

3. Upon request of the Supervisory Board or one of its committees or members, the Executive Board shall report on any matters of the Company and/or the SAP Group which may be material.

4. The Executive Board shall inform the Supervisory Board’s chairperson timely about any other important events. The Supervisory Board’s chairperson shall report such information to the entire Supervisory Board in its subsequent meeting at the latest.

5. The Executive Board shall provide the Supervisory Board, or the committee of the Supervisory Board concerned, with all relevant information on the transactions requiring consent within the meaning of the German SE Implementation Act (SE-Ausführungsgesetz), section 19, which are required for a decision of the Supervisory Board or the committee concerned.

Article 9 ESG and Sustainability

The Supervisory Board and its committees shall deliberate also on environmental, social, and governance (ESG) matters. The Supervisory Board shall receive regular reports (at least once a year) from the Executive Board about the sustainability strategy of the SAP Group and on progress on the implementation of this strategy.

Article 10 Lead Independent Director

1. In case the chairperson is not independent under the guidelines of major proxy advisors and/or large institutional investors, the Supervisory Board may appoint a lead independent director (“Lead Independent Director”) from among its members who fulfill these independence criteria.

2. The Lead Independent Director shall, as a rule, be a member of the Audit and Compliance Committee, the Personnel and Governance Committee, and the Nomination Committee. In addition, he or she has the right to participate as a guest in the meetings of the other committees of the Supervisory Board.

3. The Lead Independent Director has the right to convene meetings of the Supervisory Board and to put items on the agenda of Supervisory Board meetings. In particular, he or she is authorized to address matters relating to environmental, social and governance aspects of the Company.
4. The Lead Independent Director shall ensure that the interests of investors and other stakeholders are taken into account in the Supervisory Board. He or she will be available for discussions with shareholders and other stakeholders regarding all topics that fall in the responsibility of the Supervisory Board.

5. The Lead Independent Director serves as an intermediary in case of disagreement between the CEO and the chairperson as well as the chairperson and other members of the Supervisory Board.

6. The Lead Independent Director may preside over the Annual General Meeting of shareholders if the chairperson is unable to do so.

7. The Supervisory Board may delegate further rights and responsibilities to the Lead Independent Director to enhance his or her role, if deemed appropriate.

**Article 11   Language**

1. As a rule, the official language in the Supervisory Board shall be German. Simultaneous interpretation shall be made available during the meetings of the Supervisory Board. On request, each member of the Supervisory Board shall be provided with translations of submissions, reports and other documents in his or her native language, to the extent such translation is required to follow the discussions.

2. Provided that none of the Supervisory Board members objects, the Supervisory Board can also conduct its meetings in English. Here too, all members of the Supervisory Board are entitled to the services of a simultaneous interpreter. Any member requiring such services must give sufficient notice to this effect ahead of the Supervisory Board meetings at which those services are required.