

# Declaration by the Executive Board and the Supervisory Board of SAP SE pursuant to section 161 of the German Stock Corporation Act (*Aktiengesetz*) on compliance with the German Corporate Governance Code (the "Code")

Pursuant to section 161 of the German Stock Corporation Act, the Executive Board and the Supervisory Board of SAP SE (SAP) declare as follows:

## I. No deviations from the recommendations of the Code

Since the declaration of conformity was updated on 21 February 2018, SAP has complied with all recommendations set out in the German Corporate Governance Code as amended on 7 February 2017 (published in the Federal Gazette (*Bundesanzeiger*) on 24 April 2017) and will continue to comply with them in future.

## II. Deviations from the recommendations of the Code still existing prior to 21 February 2018

Between the last annual declaration of conformity being issued on 27 October 2017 and the declaration of conformity being updated on 21 February 2018, SAP complied with the recommendations of the Code as amended on 7 February 2017, with the exceptions specified and justified in the annual declaration of conformity issued on 27 October 2017:

### 1. No agreed deductible when taking out directors' and officers' (D&O) liability insurance for Supervisory Board members

In deviation from section 3.8 (3) of the Code, we did not provide for any deductible in the D&O liability policies for Supervisory Board members because we did not believe that the motivation and responsibility exhibited by the members of the SAP Supervisory Board in fulfilling their tasks could be improved by introduction of such deductible. The deviation no longer exists because the latest D&O liability insurance policy for Supervisory Board members now provides for a deductible.

### 2. No cap on severance payments in the event of premature termination stipulated in Executive Board appointment contracts

In deviation from section 4.2.3 (4) of the Code, the agreements reached in our Executive Board contracts did not provide for the cap required under the recommendations in all cases of premature termination because we did not regard limiting severance payments to the extent specified in the recommendation as appropriate in all the cases set out in section 4.2.3 (4) of the Code and because we did not regard the recommendation in what is, in our opinion, its most important application, namely the mutual termination of Executive Board membership by way of a termination agreement, as practicable. The deviation no longer exists because the Executive Board contracts have been amended to include a Code-compliant cap for severance payments in the event of premature termination of Executive Board membership.

Walldorf, October 2018



For the Executive Board  
Bill McDermott



For the Executive Board  
Luka Mucic



For the Supervisory Board  
Prof. Dr. h.c. Hasso Plattner