Corporate Governance Statement Pursuant to the German Commercial Code, Section 315d in Connection with Section 289f

Accountability, transparency, and sustainability are the guiding principles of corporate governance at SAP. We discuss the details in our Corporate Governance Report, which is prepared in accordance with the German Corporate Governance Code (the “Code”), and in our Integrated Report. This Statement presents the basic facts of corporate governance at the SAP Group as required by the German Commercial Code, section 315d in connection with section 289f.

Declaration Pursuant to the German Stock Corporation Act, Section 161

It is a requirement of the German Stock Corporation Act, section 161, that the Executive Board and Supervisory Board of a European Company (Societas Europaea, SE) listed in Germany issue not less frequently than annually a declaration stating the extent to which their company has followed and intends in the future to follow the recommendations in the Code. Our Executive Board and Supervisory Board published the following declaration of compliance in October 2018.

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

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

February 21, 2018, SAP complied with the recommendations of the Code as amended on February 7, 2017, with the exceptions specified and justified in the annual declaration of conformity issued on October 27, 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 the 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
Hasso Plattner
Relevant Details of Practices in Corporate Governance That We Apply Beyond the Requirements of the Law

The top priority of the Executive Board and the Supervisory Board in the governance of the Company is to comply with the requirements of the law. That applies in the first instance to the way in which the Company is managed. All Executive Board and Supervisory Board decision and control processes are based on the principles embodied in the Code, which reiterates the legal requirements and makes other recommendations that go beyond those requirements. The same applies to management activity at all other levels in our Group. The Executive Board introduced the SAP Code of Business Conduct to bring home to our employees the importance of meeting this expectation. The rules set by SAP in the SAP Code of Business Conduct are binding on the Executive Board and all employees in every country and are the standard for all of our dealings involving customers, partners, competitors, and vendors. Its rules are observed by members of the Supervisory Board wherever applicable.

The binding rules set in the SAP Code of Business Conduct are designed to ensure that all employees stay within the law in everything they do for SAP. The rules include, for example, precise instructions on complying with competition law and corruption law, on confidentiality, on conflicts of interest, and on the misuse of inside information. International differences in culture, language, and legal and social systems precluded the adoption of a uniform code of conduct across the entire SAP Group. Instead, SAP framed Group-wide minimum standards in a master code and required each individual company to adopt a similar code of its own. These individual codes of conduct must at least reflect the master SAP code, but they may contain additional rules, and their rules may be more stringent.

The code of conduct for SAP SE, the parent company, is on the SAP Web site at https://www.sap.com/corporate-en/investors/governance. It reflects the minimum requirements of the Group master code.

How the Executive Board and the Supervisory Board Work; Who Serves on Which Committees; How the Committees Work

SAP SE has two boards. The Executive Board and Supervisory Board cooperate closely for the benefit of the Company. The Executive Board regularly provides to the Supervisory Board full and timely reports on strategy, business planning, profitability and performance, deviations of actual business performance from plan, current risks, risk management, and corporate compliance. The Supervisory Board reports annually on the work it has done, on the work its committees have done, and on the work it has done in cooperation with the Executive Board in the preceding year. The Supervisory Board’s report is included in the SAP Integrated Report.

Executive Board of SAP SE

The Executive Board currently has ten members and bears overall responsibility for the management of the Company in accordance with the law and the Company’s articles of incorporation. It is responsible for developing SAP’s strategy in consultation with the Supervisory Board, and for implementing it.

SAP SE’s articles of incorporation require that the Executive Board have at least two members. The Supervisory Board may determine a higher number of members of the Executive Board and approves the Executive Board’s election of the Chief Executive Officer (CEO). The individual Executive Board members have portfolios of responsibilities reflecting the rules of procedure and the schedule of portfolios unanimously adopted by the Executive Board in accordance with the articles of incorporation.

Under the current distribution of responsibilities of the Executive Board, CEO Bill McDermott is responsible for strategy, governance, Digital Government, business development, strategic corporate development, Global Corporate Affairs, global marketing, and the internal audit service. Pursuant to the Executive Board’s rules of procedure, the CEO represents the Company vis-à-vis third parties, reconciles issues relating to the Executive Board members’ portfolios with the Company’s overall goals and plans, and sets dates and agendas for Executive Board meetings.

The further members of the Executive Board are:

- Robert Enslin, head of our Cloud Business Group, responsible for SAP Business Network Segment (including SAP Concur, SAP Ariba, and SAP Fieldglass), Customer and Experience Management Segment (including Customer Experience and Qualtrics), Development and Delivery of SAP SuccessFactors (as part of the Applications, Technology & Services Segment)
- Adaire Fox-Martin, responsible for Global Customer Operations (EMEA, MEE, and Greater China), including Global Sales, Regional Field Organizations, and Line of Business Solutions Sales
- Christian Klein, our Chief Operating Officer who is responsible for our Intelligent Enterprise Group, including global development and delivery of SAP’s core applications, Global Business Operations, IT Services, and Cloud Infrastructure
- Michael Kleinemeier, head of our SAP Digital Business Services organization (together with Bernd Leukert), including Global Services Delivery and Regional Field Services
- Bernd Leukert, head of our SAP Digital Business Services organization (together with Michael Kleinemeier), including Global Support Delivery, Global Innovation Services, Global Customer Success Group, Global User Groups, Digital Interconnect, SAP HANA Enterprise Cloud, Application Innovation Services, SAP Innovative Business Solutions, and SAP Secrecy
- Jennifer Morgan, responsible for our Global Customer Operations organization (Americas and APJ), including Global Sales, Regional Field Organizations, and Line of Business Solutions Sales
- Luka Mucic, our Chief Financial Officer, who is responsible for Global Finance and Administration including Investor Relations, Data Protection & Privacy, as well as Global Security
- Juergen Mueller, our Chief Innovation Officer, who is responsible for our Technology & Innovation organization, including Technology and Innovation Strategy, SAP HANA, the SAP Cloud Platform, SAP Leonardo, and SAP Analytics
- Stefan Ries, our Chief Human Resources Officer responsible for HR Strategy, Business Transformation, Leadership Development, and Talent Development

Regardless of their individual portfolio responsibilities, all members of the Executive Board remain fully informed at all times about developments critical to the progress of the Company’s business, so that they are always in a position to avert impending harm and implement desirable improvements or expedient changes, for example by convening a meeting of the Executive Board or by informing the CEO. All decisions of material or fundamental significance are to be made by the full Executive Board; the same applies to all other matters for which the full Executive Board is
When no objections are raised against the minutes within a certain period of time, the chairperson approves by resolution at the next meeting. A vote on a resolution makes decisions only if all of the members have been invited and at least half of the members participate in the resolution. Each member must disclose every conflict of interest to the Supervisory Board without delay and must inform the other members that he or she has done so.

The CEO represents the Executive Board in dealings with the Supervisory Board and must obtain the Supervisory Board’s consent in cases where the law, the articles of incorporation, or a resolution of the Supervisory Board so require. Generally, the Executive Board’s communications to the Supervisory Board are in text form or with the aid of digital means. The CEO must report matters of special significance to the chairperson of the Supervisory Board without delay. The chairperson of the Supervisory Board regularly meets with the Executive Board, particularly the CEO, to discuss our strategy, current progress in business, and risk management.

Supervisory Board of SAP SE

The size and composition of the Supervisory Board are governed by the articles of incorporation and the Agreement on the Involvement of Employees in SAP SE. The SAP SE Supervisory Board currently has 18 members comprising equal numbers of representatives of the shareholders and the employees. As SAP SE has a two-tier board system, the Supervisory Board, similar to the supervisory board of a German stock corporation, monitors the conduct of the Executive Board. It is entitled to inspect and examine all of the Company’s books, writings, and assets at any time.

The work of the Supervisory Board is governed by German and European law, the articles of incorporation, the German Corporate Governance Code (“Code”), and its own rules of procedure. There are four ordinary meetings of the Supervisory Board each year, held at the Company’s registered office or as otherwise determined in the invitation. The chairperson calls meetings with a notice period of 14 days before the meeting, including the agenda in the invitation. Ordinary meetings deliberate on the forthcoming financial reports and other matters arising in connection with the business. Extraordinary meetings are convened when necessary to deliberate on unplanned or unexpected circumstances or transactions and to make decisions as appropriate.

Ordinary resolutions of the Supervisory Board are adopted by a simple majority of votes cast; absent members can have a member in attendance submit their written votes. Minutes are prepared of all Supervisory Board meetings and resolutions. They are signed by the chairperson and distributed to the members. The minutes are then approved by resolution at the next meeting. A vote on a resolution can also be taken by written correspondence, telephone, video conference, or by other electronic means as directed by the chairperson. Resolutions adopted by such means become effective when no objections are raised against the minutes within a certain period of time.

The Executive Board’s rules of procedure list categories of decisions that can only be taken by the full Executive Board. These include, in particular, those transactions requiring the Supervisory Board’s approval under the Company’s articles of incorporation or under the list of transactions requiring consent determined by the Supervisory Board.

Executive Board decisions are generally made at the regular meetings. The Executive Board’s rules of procedure provide that a meeting must take place at least once every quarter at which members attend in person and which should deliberate chiefly on matters of strategy. An Executive Board meeting is competent to make decisions only if all of the members have been invited and at least half of the members participate in the resolution. Each member must disclose every conflict of interest to the Supervisory Board without delay and must inform the other members that he or she has done so.

The CEO represents the Executive Board in dealings with the Supervisory Board and must obtain the Supervisory Board’s consent in cases where the law, the articles of incorporation, or a resolution of the Supervisory Board so require. Generally, the Executive Board’s communications to the Supervisory Board are in text form or with the aid of digital means. The CEO must report matters of special significance to the chairperson of the Supervisory Board without delay. The chairperson of the Supervisory Board regularly meets with the Executive Board, particularly the CEO, to discuss our strategy, current progress in business, and risk management.

Supervisory Board of SAP SE

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The work of the Supervisory Board is governed by German and European law, the articles of incorporation, the German Corporate Governance Code (“Code”), and its own rules of procedure. There are four ordinary meetings of the Supervisory Board each year, held at the Company’s registered office or as otherwise determined in the invitation. The chairperson calls meetings with a notice period of 14 days before the meeting, including the agenda in the invitation. Ordinary meetings deliberate on the forthcoming financial reports and other matters arising in connection with the business. Extraordinary meetings are convened when necessary to deliberate on unplanned or unexpected circumstances or transactions and to make decisions as appropriate.

Ordinary resolutions of the Supervisory Board are adopted by a simple majority of votes cast; absent members can have a member in attendance submit their written votes. Minutes are prepared of all Supervisory Board meetings and resolutions. They are signed by the chairperson and distributed to the members. The minutes are then approved by resolution at the next meeting. A vote on a resolution can also be taken by written correspondence, telephone, video conference, or by other electronic means as directed by the chairperson. Resolutions adopted by such means become effective when no objections are raised against the minutes within a certain period of time.

The Supervisory Board regularly conducts an investigation into the efficiency of its own work. It assesses the suitability of the Supervisory Board’s processes for supervising the management of the Company effectively. The investigation is based on a survey of Supervisory Board members using questionnaires that reflect current requirements of the law and the Code. The Supervisory Board discusses the results and decides any necessary improvements. The Supervisory Board also deliberates and resolves once a year on whether it has an appropriate number of independent members.

Committees of the Supervisory Board

The Supervisory Board’s rules of procedure provide for Supervisory Board committees. They must have no fewer than three members. The committees help the Supervisory Board work more efficiently and deal with complex issues. All committee members are chosen with expertise in the relevant fields in mind.

Generally, committee meetings are convened by the committee’s chairperson. The Supervisory Board rules of procedure provide that committees adopt resolutions by a simple majority of votes cast. A committee can adopt a resolution only if two thirds of the members of the committee, and in any case not less than three of its members, participate in its adoption. The Supervisory Board rules of procedure relating to the conduct of meetings and the adoption of resolutions apply to the committees accordingly. The committees have their own rules of procedure, which detail fields of responsibility and how committees report to the full Supervisory Board. Our Supervisory Board has the following committees:

a) General and Compensation Committee

The General and Compensation Committee has eight members. It coordinates the work of the Supervisory Board and prepares the Supervisory Board meetings, and it deliberates on corporate governance matters. The Committee’s duties also include preparatory work on the personnel decisions that in German law are the responsibility of the full Supervisory Board. In particular, the Committee makes recommendations concerning appointments and dismissals of Executive Board members, the conclusion, amendment, and termination of Executive Board members’ employment contracts, and all aspects of their compensation. It assists the Supervisory Board in regularly verifying the compensation system passed by the Supervisory Board. If the Supervisory Board decides to engage an external compensation expert to evaluate the appropriateness of Executive Board members’ compensation, the Committee consults with the external expert when preparing the related resolutions for the full Supervisory Board. Its chairperson is Hasso Plattner. The other members are Pekka Ala-Pietilä, Aicha Evans, Andreas Hahn, Margret Klein-Magar, Lars Lamadé, Bernard Liautaud, and Sebastian Sick. The Committee generally meets several times a year, as and when required.

b) Audit Committee

The Audit Committee has four members. Its role is to oversee SAP’s external financial reporting as well as SAP’s risk management, internal controls (including internal controls over the effectiveness of the financial reporting process), corporate audit, and compliance matters. Among the tasks of the Audit Committee are the discussion of SAP’s quarterly and year-end financial reporting prepared under German and U.S. regulations, including this integrated report. The Audit Committee proposes the appointment of the external independent auditor to the Supervisory Board, determines focus audit areas, discusses critical accounting policies and estimates with the auditor, and reviews the audit reports issued and audit issues...
identified by the auditor. The Audit Committee also negotiates the audit fees with the auditor and monitors the auditor’s independence and quality. SAP’s Corporate Audit, SAP’s Office of Legal Compliance and Integrity, and SAP’s Risk Management Office report upon request or at the occurrence of certain findings, but in any case at least once a year (Office of Legal Compliance and Integrity and Risk Management Office) or twice a year (Corporate Audit), directly to the Audit Committee. The Audit Committee has established procedures regarding the prior approval of all audit and non-audit services provided by the external independent auditor. It also does preparatory work for the full Supervisory Board’s deliberations and resolutions on the adoption of the annual financial statements, the approval of the consolidated annual financial statements and the integrated report, and on the dividend proposal. Furthermore, the Audit Committee and the Finance and Investment Committee jointly prepare the full Supervisory Board’s resolution to approve the group annual plan. The Audit Committee’s chairperson is Erhard Schipporeit, who for many years was the chief financial officer of a DAX company that was also listed on a U.S. stock exchange, and who therefore qualifies as an independent financial expert within the meaning of the German Stock Corporation Act, section 100 (5). The other members are Panagiotis Bissiritsas, Martin Duffek, and Friederike Rotsch. The Committee meets at least twice a quarter, in physical meetings or telephone conferences.

c) Finance and Investment Committee
The Finance and Investment Committee is responsible for financial matters, acquisitions, and strategic and venture capital investments, as well as – together with the Audit Committee – for the preparation of the full Supervisory Board’s resolution to approve the group annual plan. Its members are Erhard Schipporeit (chairperson), Pekka Ala-Pietilä, Panagiotis Bissiritsas, Gerhard Oswald, Friederike Rotsch, Robert Schuschnig-Fowler, and Sebastian Sick. Normally, several meetings are called each year, depending on when investment decisions are needed and what information the Supervisory Board requires. The Executive Board reports to this committee’s meetings on the progress of investments it has made. It also provides detailed information about any investment projects that require Supervisory Board consent under the Company’s articles of incorporation or the list of transactions requiring such consent.

d) Technology and Strategy Committee
The Technology and Strategy Committee regularly reviews SAP’s company and product strategy with regard to the development and deployment of technologies and software. It advises the Executive Board on technological and strategic decisions and on planned investments in research and development. It also monitors strategy execution. This committee monitors all key trends on the market that are relevant to SAP’s software and services, and assesses which technologies will be needed to maintain and improve SAP’s leading position. The committee has 13 members. The chairperson is Hasso Plattner, and his deputy is Christine Regitz. The other members are Pekka Ala-Pietilä, Panagiotis Bissiritsas, Aicha Evans, Martin Duffek, Diane Greene, Andreas Hahn, Gesche Joost, Margret Klein-Magar, Bernard Liatowd, Gerhard Oswald, and Pierre Thiollet. The committee generally meets several times a year, as and when required.

e) People and Organization Committee
This committee advises the Executive and Supervisory Boards on key personnel matters and major organizational changes at the management level below the Executive Board. It also advises on equal opportunities for women at SAP. The committee has eight members. These are Hasso Plattner (chairperson), Martin Duffek, Aicha Evans, Gesche Joost, Lars Lamadé, Gerhard Oswald, Christine Regitz, and Robert Schuschnig-Fowler. The Committee meets several times a year, as and when required.

f) Nomination Committee
In accordance with the recommendation in the German Corporate Governance Code, section 5.3.3, SAP SE has established a Nomination Committee with three members, which monitors the German and international markets for senior executive personnel. Applying the requirements of the law as well as the objectives specified in accordance with section 5.4.1, second paragraph, of the Code regarding the composition of the Supervisory Board, while simultaneously aiming at fulfilling the Profile of Skills and Expertise (Kompetenzprofil) of the Supervisory Board (published on SAP’s Web site under https://www.sap.com/corporate-en/investors/governance), the Nomination Committee recommends suitable persons to the Supervisory Board for nomination as candidates for Supervisory Board membership at the General Meeting of Shareholders. The membership of the Committee is drawn entirely from among the shareholder-elected Supervisory Board members, as the Code recommends. Hasso Plattner is the Committee chairperson; the other members are Pekka Ala-Pietilä and Bernard Liatowd. This committee generally meets when the membership of the Supervisory Board is due to change.

g) Special Committee
The Special Committee, which is composed of six members, deliberates on matters arising from extraordinary and considerable risks, such as legal disputes that are of some significance. The chairperson of this committee is Hasso Plattner. Pekka Ala-Pietilä, Lars Lamadé, Friederike Rotsch, Erhard Schipporeit, and Sebastian Sick are the other members. It meets as and when matters are referred to it.

Members of the Supervisory Board and Its Committees
The information about the occupations of the members of the committees of the Supervisory Board and about their memberships on other supervisory boards and comparable governing bodies is contained in the list of the members of our Supervisory Board set forth below.

Targets for Numbers of Women on the Executive Board and at the Two Management Levels Below the Executive Board
The target for the quota of women on the Executive Board until June 30, 2022, has been set to two women.

The targets for the quota of women at the two management levels below the Executive Board until June 30, 2022, have been set to 25% at the first management level and 20% at the second management level.

In addition to the above, SAP voluntarily set itself a target of increasing the overall percentage of management positions held globally by women to 27% by the end of 2019 and 28% by the end of 2020. On December 31, 2018, it stood at 25.7%.
Information Regarding Compliance with Minimum Quota of Men and Women on the Supervisory Board

The Supervisory Board of SAP SE is subject to a statutory minimum quota of 30% for female and male representatives. From the beginning of 2018 until the termination of the General Shareholders’ Meeting on May 17, 2018, the Supervisory Board comprised five women, and from the termination of the General Shareholders’ Meeting on May 17, 2018, until December 31, 2018, seven women. Thus, the percentage of women on the Supervisory Board reached the minimum quota of 30% during the entire financial year 2018, and even exceeded it in the period from the end of the General Shareholders’ Meeting 2018 until the end of financial year 2018.

Diversity Policy

The Supervisory Board of SAP SE adopted a Diversity Policy (Diversitätskonzept) in relation to the composition of the Executive Board and the Supervisory Board in accordance with the requirements of section 289f, paragraph 2, number 6 of the German Commercial Code. The aim of the Diversity Policy for the Executive Board and the Supervisory Board is to ensure that the members of each Board complement each other in relation to the aspects of gender, educational and professional background, internationality, and age. This serves to ensure the following aims:

- Both Boards should meet the requirements of an internationally operating IT company in terms of product and industry expertise, and management or control experience, respectively.
- The Executive Board and the Supervisory Board should be sufficiently diverse so as to enable a constructive and innovative cooperation for the benefit of SAP.

Diversity Policy for the Executive Board

The Diversity Policy for the Executive Board provides that, in relation to the composition of the Executive Board, the aspects of gender, educational and professional background, internationality, and age be taken into account in the following manner:

- To ensure that women are represented appropriately, the Supervisory Board considers it sufficient to apply the current target for the number of women on the Executive Board pursuant to section 111, paragraph 5 of the German Stock Corporation Act, of two women by the end of June 2022.
- With regard to the educational and professional background, Executive Board members should be selected based on the competencies generally required on the SAP Executive Board, and those required specifically for the Board area in question, in relation to general management and corporate governance, strategy development and implementation, research and development in IT and software products, finance and accounting, sales, and HR. Such competencies do not have to be acquired by university studies or any other professional formation, or may also have been acquired by a different route, either within or outside SAP. In this context, the provisions of the SAP SE Employee Involvement Agreement also have to be complied with, which provide that one member of the Executive Board is responsible for labor and social affairs.
- To ensure an international composition of the Executive Board, it should comprise an appropriate number of members who do not originate from Germany, and who represent regions or cultural areas in which SAP does substantial business or operates locations. An appropriate number is one that reflects the size and composition of the Executive Board, and must be adjusted accordingly as requirements change.

- In general, the Executive Board should have a mixed age structure, with a regular age limit of 65 years applying across the entire Executive Board. In addition to that, no concrete targets relating to the age of individual or all members of the Executive Board were determined, as this would unduly limit the Supervisory Board’s discretion to select suitable Executive Board members.

The Diversity Policy for the Executive Board will be implemented by the Supervisory Board’s and the General and Compensation Committee’s appropriately taking into account the aspects set forth in the Diversity Policy when recruiting and selecting suitable candidates for membership in the Executive Board.

In financial year 2018, the Diversity Policy was applied in connection with the appointment of Juergen Mueller to the Executive Board with effect from January 1, 2019, which contributes towards the aims of achieving a mixed age structure and mixed educational and professional backgrounds of the Executive Board members.

Diversity Policy for the Supervisory Board

The Diversity Policy for the Supervisory Board provides that, in relation to the composition of the Supervisory Board, the aspects of gender, educational and professional background, internationality, and age be taken into account in the following manner:

- To ensure that women are represented appropriately, the Diversity Policy provides that the mandatory statutory gender quota of at least 30% women applies.
- The educational and professional background of any individual member of the Supervisory Board should, collectively with the educational and professional backgrounds of all other Supervisory Board members, cover the range of skills and expertise set out in the Profile of Skills and Expertise (Kompetenzprofil) for the Supervisory Board (published on SAP’s Web site under https://www.sap.com/corporate-en/investors/governance). In this regard, it is not decisive whether such skills and expertise were acquired by university studies or any other professional formation, or by a different route.
- To ensure an international composition of the Supervisory Board, it should comprise at least three persons who do not originate from Germany. In addition, the SAP SE Employee Involvement Agreement stipulates that the employee representatives on the Supervisory Board must come from different EU countries (currently, two representatives must originate from EU member states other than Germany).

- In general, the Supervisory Board should have a mixed age structure. The age limit of 75 years stipulated by the Supervisory Board has to be applied. No specific age-related targets were set, however, as this would unduly limit the Nomination Committee’s discretion to select suitable shareholders’ representatives. Similarly, age-related targets for the employee representatives cannot be implemented, either, as these representatives are elected by the employees.

The Diversity Policy for the Supervisory Board will be implemented by the Nomination Committee’s appropriately taking into account the aspects set forth in the Diversity Policy when recruiting and selecting suitable shareholders’ representatives. As the election of the employee representatives by the European
employees is solely governed by the SAP SE Employee Involvement Agreement, the Diversity Policy is not applicable in this respect.

In financial year 2018, the Diversity Policy was applied in connection with the by-elections of shareholders’ representatives to the Supervisory Board by the General Shareholders’ Meeting on May 17, 2018, as the election proposals to the General Shareholders’ Meeting (that is, of Aicha Evans, Friederike Rotsch, Gerhard Oswald, and Diane Greene) followed the provisions of the Diversity Policy, particularly with respect to gender, educational and professional background, and geographic origin.

Walldorf, February 19, 2019

SAP SE Executive Board

Supervisory Board

Occupations and memberships on supervisory boards and other comparable governing bodies of enterprises, other than subsidiaries of SAP, as at December 31, 2018:

Prof. Dr. h.c. mult. Hasso Plattner (2), (4), (6), (7), (8)
Chairman

Margret Klein-Magar (3), (2), (4)
Deputy Chairperson
Vice President, Head of SAP Alumni Relations
Chairperson of the Spokespersons’ Committee of Senior Managers of SAP SE

Pekka Ala-Pietilä (2), (4), (5), (6), (7)
Chairman of the Board of Directors, Huhtamäki Oyj, Espoo, Finland
Chairman of the Board of Directors, Sanoma Corporation, Helsinki, Finland
Chairman of the Board of Directors, Netcompany A/S, Copenhagen, Denmark

Panagiotis Bissiritsas (3), (4), (5)
Support Expert
Member of Works Council SAP SE

Martin Duffek (3), (4), (4), (8)
Product Manager

Aicha Evans (3), (4), (8)
Senior Vice President and Chief Strategy Officer, Intel Corporation, Santa Clara, CA, United States

Diane Greene (from May 17, 2018) (4)
Chief Executive Officer, Google Cloud, Google LLC, Mountain View, CA, United States (until January 28, 2019)

Board of Directors, Alphabet, Inc., Mountain View, CA, United States

Board of Directors, Stripe Inc., San Francisco, CA, United States (from January 31, 2019)

Andreas Hahn (3), (2), (4)
Product Expert, IoT Standards
Member of Works Council SAP SE

Prof. Dr. Gesche Joost (4), (8)
Professor for Design Research and Head of the Design Research Lab, University of Arts Berlin

Supervisory Board, Ottobock SE & Co. KGaA, Duderstadt, Germany
Supervisory Board, ING-DiBa AG, Frankfurt, Germany

Lars Lamadé (3), (2), (7), (8)
Head of Sponsorships Europe and Asia

Supervisory Board, Rhein-Neckar-Loewen GmbH, Kronau, Germany

Bernard Liautaud (2), (4), (6)
Managing Partner Balderton Capital, London, United Kingdom

Board of Directors, nlyte Software Ltd., London, United Kingdom
Board of Directors, Talent SA, Suresnes, France
Board of Directors, Wonga Group Ltd., London, United Kingdom (until September 6, 2018)
Board of Directors, SCYTL Secure Electronic Voting SA, Barcelona, Spain (until November 7, 2018)
Board of Directors, Vestiaire Collective SA, Levallois-Perret, France
Board of Directors, Dashlane, Inc., New York, NY, United States
Board of Directors, Recorded Future, Inc., Cambridge, MA, United States
Board of Directors, eWise Group, Inc., Redwood City, CA, United States
Board of Directors, Qubit Digital Ltd., London, United Kingdom
Board of Directors, Stanford University, Stanford, CA, United States (until March 31, 2018)
Board of Directors, Aircall.io, New York, NY, United States
Board of Directors, Virtuo Technologies, Paris, France
Board of Directors, The Hut Group, Manchester, United Kingdom
Board of Directors, Peakon Aps, Copenhagen, Denmark (from February 5, 2018)
Board of Directors, Tim Talent SAS, Paris, France (from February 6, 2018)
Board of Directors, Ciytmapper Ltd., London, United Kingdom

Gerhard Oswald (from January 1, 2019)
Managing Director of Oswald Consulting GmbH, Walldorf, Germany

Advisory Board, TSG 1899 Hoffenheim Fußball-Spielbetriebs GmbH, Sinsheim, Germany

Christine Regitz (3), (4), (8)
Vice President User Experience

Chief Product Expert

Dr. Friederike Rotsch (from May 17, 2018) (3), (5), (7)
Group General Counsel and Head of Group Legal & Compliance, Merck KGaA, Darmstadt, Germany
**Dr. Erhard Schipporeit** 3), 5), 7)
Independent Management Consultant

Supervisory Board, Talanx AG, Hanover, Germany
Supervisory Board, Deutsche Börse AG, Frankfurt am Main, Germany (until May 16, 2018)
Supervisory Board, HDI V.a.G., Hanover, Germany
Supervisory Board, Hannover Rückversicherung SE, Hanover, Germany
Supervisory Board, Fuchs Petrolub SE, Mannheim, Germany
Supervisory Board, BDO AG, Hamburg, Germany
Supervisory Board, RWE AG, Essen, Germany
Chairman of the Supervisory Board, innogy SE, Essen, Germany

**Robert Schuschnig-Fowler** 1), 5), 8)
Account Manager, Senior Support Consultant

Deputy Chairman of SAP SE Works Council Europe (until November 19, 2018)
Member of Works Council SAP SE

**Dr. Sebastian Sick** 1), 2), 5), 7)
Head of Company Law Unit, Hans Böckler Foundation

**Pierre Thiollet** 1), 4)
Webmaster (T&I)

Member of the SAP France Works Council
Secretary of CHSCT (Hygiene, Security and Work Conditions Committee)

Information as at December 31, 2018

1) Elected by the employees
2) Member of the Supervisory Board’s General and Compensation Committee
3) Member of the Supervisory Board’s Audit Committee
4) Member of the Supervisory Board’s Technology and Strategy Committee
5) Member of the Supervisory Board’s Finance and Investment Committee
6) Member of the Supervisory Board’s Nomination Committee
7) Member of the Supervisory Board’s Special Committee
8) Member of the Supervisory Board’s People and Organization Committee