

# 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

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

Since the last declaration of conformity of October 2019, SAP has complied with the recommendations set out in the German Corporate Governance Code (the "Code") as amended on February 7, 2017 (published in the Federal Gazette (*Bundesanzeiger*) on April 24, 2017). However, since July 1, 2020 no deductible (*Selbstbehalt*) has been agreed in the D&O insurance for the members of the Supervisory Board since the relevant recommendation is no longer contained in the current version of the Code of December 16, 2019 (published in the Federal Gazette on March 20, 2020).

In the future, SAP will comply with the recommendations set out in the Code as amended on December 16, 2019 (published in the Federal Gazette (*Bundesanzeiger*) on March 20, 2020) with the following exception:

## **Disbursement of remaining variable remuneration components if an Executive Board member's service contract is terminated (Precautionary declaration of non-conformity with recommendation G.12)**

The service contracts for Executive Board members and the remuneration system in place for the Executive Board of SAP provide that in the event of a premature termination of the service contract for Executive Board members due to a change of control (as defined in the service contract for Executive Board members) the tranches already granted under the SAP Long-Term Incentive Program 2020 (LTI 2020) will be disbursed without undue delay. The disbursement will be made pro rata temporis in the proportion which the actual term that was shortened due to the change of control bears to the four-year-term of a tranche plus 50% of the portion which would be forfeited if pro rata temporis aspects alone were considered. In view of the above, we declare, by way of precaution, non-conformity with the recommendation set out in section G.12 GCGC. The reason for the provision described above is that a change of control regularly entails changes within a company that let it appear unjustified to make the disbursement amount from long-term variable remuneration components dependent on the performance of the company and its share price after the change of control. In addition, SAP is convinced that the intended linkage of the remuneration to sustainable and long-term development is not lost due to this provision since the Executive Board members, during their term of service, cannot expect a change of control to later occur.

Walldorf, October 2020

For the Executive Board  
Christian Klein

For the Executive Board  
Luka Mucic

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