

SAP SE

General Meeting of Shareholders

on May 20, 2020

(virtual General Meeting without the physical presence of the shareholders or their proxies)

Information on shareholders' rights pursuant to Section 121 (3) sentence 3 no. 3 AktG

The calling notice for the General Meeting of Shareholders contains information on shareholders' rights pursuant to Article 56 of Council Regulation (EC) No. 2157/2001 (SE Regulation), Section 50 (2) of the German SE Implementation Act (*SE-Ausführungsgesetz*; **SEAG**) and Section 122 (2), Section 126 (1), Section 127 of the German Stock Corporation Act (*Aktengesetz*; **AktG**) and on the shareholders' right to ask questions, in particular on the time periods set for exercising these rights. The following sections provide additional information on these shareholders' rights.

1. Requests for additional agenda items pursuant to Article 56 of the SE-Regulation, Section 50 (2) SEAG and Section 122 (2) AktG

Under Section 122 AktG, shareholders collectively holding at least one twentieth of the capital stock or a nominal amount of at least € 500,000 (the latter corresponding to 500,000 shares) may request that additional items be added to the agenda and made public. Each new item must be accompanied by a statement of reasons or a resolution proposal. Such requests must be made in writing and be addressed to the Company's Executive Board; pursuant to Article 2 Section 1 (3) sentence 4 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Bankruptcy and Criminal Procedure Law (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*; **COVID-19 Act**), it must have been received by the Company at least 14 days prior to the General Meeting of Shareholders. Thus, the latest possible date of receipt is Tuesday, May 5, 2020, 24.00 hrs (Central European Summer Time – CEST). The address for the request is:

SAP SE
Vorstand
Dietmar-Hopp-Allee 16
D-69190 Walldorf

Any additions to the agenda which require publication and were not published in the calling notice will be published in the German Federal Gazette (*Bundesanzeiger*) without undue delay after they have been received by the Company and will be forwarded for publication to media which can be expected to publish the information across the entire European Union. Any requests for additional items to be added to the agenda within the meaning of Article 56 of the SE-Regulation, Section 50 (2) SEAG and Section 122 (2) AktG which are received by the Company once the General Meeting of Shareholders has been called will also be made accessible on the Internet at www.sap.com/agm and will be communicated to the shareholders in accordance with Section 125 AktG in conjunction with Article 2 Section 1 (3) sentence 3 COVID-19 Act without undue delay after they have been received by the Company.

The relevant provisions of the SE-Regulation, the German SE Implementation Act, the Stock Corporation Act and the COVID-19 Act establishing this right of shareholders read as follows:

Art. 56 of the SE-Regulation

One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Section 50 SEAG Convening and adding items to the agenda upon minority request

- (1) *One or more shareholders holding at least 5 % of the registered share capital may request that a general meeting be convened and the agenda therefor be drawn up pursuant to Article 55 of the Regulation.*
- (2) *One or more shareholders holding at least 5 % of the registered share capital or a nominal amount of at least 500 000 Euro may request that one or more additional items be put on the agenda of any general meeting.*

Section 122 AktG Calling upon minority request (extract)

- (1) *A general meeting of shareholders shall be called if shareholders collectively holding at least one twentieth of the capital stock submit a written request for such meeting to be called, stating the purpose and reasons of such meeting; such request shall be directed to the executive board. The articles of incorporation may provide that the right to call a general meeting of shareholders shall require another form or the holding of a lower portion of the capital stock. Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the executive board decides on the request. Section 121 (7) shall be applied accordingly.*
- (2) *In the same manner, shareholders collectively holding at least one twentieth of the capital stock or a nominal amount of at least € 500,000 may request that additional items be added to the agenda and made public. Each new item must be accompanied by a statement of reasons or a resolution proposal. The request within the meaning of sentence 1 must be received by the company at least 24 days, or in the case of listed companies at least 30 days, prior to the date of the meeting; the day of receipt shall not be included in calculating this period.*

Section 121 AktG General (extract)

- (7) *For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (BGB) shall not be applied accordingly. In the case of non-listed companies, the articles of association may determine a different calculation of the period.*

Article 2 Section 1 COVID-19 Act (extract)

In deviation from Section 123 (1) sentence 1 and (2) sentence 5 of the German Stock Corporation Act, the Executive Board can decide to convene the General Meeting no later than the 21st day before the day of the meeting. (...) In the event of a convocation with a shortened deadline pursuant to sentence 1, the notification pursuant to Section 125 (1) sentence 1 of the German Stock Corporation Act must be sent no later than twelve days before the meeting, and the notification pursuant to Section 125 (2) of the German Stock Corporation Act must be made to the persons registered with the share register at the beginning of the twelfth day before the Annual General Meeting. In deviation from Section 122 (2) of the German Stock Corporation Act, requests for additional agenda items in the aforementioned case must be received by the company at least 14 days before the meeting.

2. Counter-motions and nominations pursuant to Section 126 (1) and Section 127 AktG

The shareholders' rights to make motions and nominations relating to particular agenda items and the rules of procedure are excluded according to the legal concept of the COVID-19 Act. Nevertheless, the Company will give shareholders the opportunity to submit countermotions and nominations prior to the Annual General Meeting of Shareholders in accordance with Sections 126, 127 AktG and in accordance with the following explanations:

The Company will make corresponding countermotions and nominations available at the internet address www.sap.com/agm, including the name of the shareholder, the reasons, which are not required for nominations, and any statement by the management, if received by the end (i.e. 24.00 hrs (CEST)) of May 5, 2020, at the address:

SAP SE
Investor Relations
Dietmar-Hopp-Allee 16
D-69190 Walldorf
Fax: +49 (0) 62 27/7 - 4 08 05
E-mail: investor@sap.com

and the other requirements in accordance with Section 126 AktG and Section 127 AktG are met.

However, in accordance with the legal concept of the COVID-19 Act corresponding countermotions and nominations will not be put to the vote at the Annual General Meeting of Shareholders and will not be dealt with in any other way.

The relevant provisions of the Stock Corporation Act, which also stipulate the conditions under which countermotions and nominations need not be made available, are as follows::



Section 126 Motions by shareholders

- (1) Motions put forward by shareholders, including the name of the shareholder concerned, the statement of reasons and a statement, if any, by the management, shall be made accessible to the entitled persons named in Section 125 (1) to (3) subject to the conditions stipulated therein if, at least 14 days prior to date of the general meeting of shareholders, the shareholder submits a counter-motion, together with a statement of reasons, regarding a proposal by the executive board and supervisory board on any specific item on the agenda to the company at the address stated for this purpose in the calling notice. The day of receipt shall not be included in calculating this period. In the case of listed companies, access shall be provided via the company's website. Section 125 (3) shall apply accordingly.
- (2) A counter-motion and the related statement of reasons are not required to be made accessible
 1. if the executive board would render itself liable to prosecution by providing such access,
 2. if the counter-motion would result in a resolution by the general meeting of shareholders which is unlawful or in breach of the articles of incorporation,
 3. if the statement of reasons is manifestly incorrect or misleading in material aspects or if it is offensive,
 4. if a counter-motion by the shareholder based on the same subject matter has already been made accessible pursuant to Section 125 in connection with a general meeting of shareholders of the company,
 5. if the same counter-motion of the shareholder with essentially the same stated reasons was made accessible pursuant to Section 125 in the last five years in the context of at least two general meetings of shareholders of the company and less than one-twentieth of the capital stock represented voted for it at the general meeting of shareholders,
 6. if the shareholder indicates that he will neither attend the general meeting of shareholders nor arrange for a representative to attend on his behalf, or
 7. if the shareholder failed to file or cause to be filed on his behalf a counter-motion communicated by him in the past two years at two general meetings of shareholders.The statement of reasons is not required to be made accessible if it is longer than 5,000 characters in total.
- (3) If several shareholders file a counter-motion regarding the same subject matter proposed for resolution, the executive board may combine the counter-motions and their statements of reasons.

Section 127 Nominations by shareholders

Section 126 shall apply *mutatis mutandis* to nominations put forward by shareholders for the election of supervisory board members or auditors. No reasons need to be stated for nominations. The executive board is not obligated to make the nomination accessible if the nomination does not contain the information pursuant to Section 124 (3) sentence 4 and Section 125 (1) sentence 5. The executive board shall add the following information to nominations put forward by shareholders for the election of supervisory board members of listed companies which are subject to the German Co-Determination Act (*Mitbestimmungsgesetz*), the German Coal and Steel Co-Determination Act (*Montan-Mitbestimmungsgesetz*) or the German Co-Determination Supplementary Act (*Mitbestimmungsergänzungsgesetz*):

1. Indication of the requirements pursuant to section 96 (2),
2. Statement whether any objection was raised against joint compliance (*Gesamterfüllung*) pursuant to section 96 (2) sentence 3, and
3. Statement of the minimum numbers of seats on the supervisory board to be held by women and men, respectively, in order to fulfill the minimum share requirement (*Mindestanteilsgebot*) pursuant to section 96 (2)) sentence 1.

Section 124 Publication of supplementary requests; resolution proposals (extract: sentence 4)

- (3) (...) The proposal for the election of supervisory board members or auditors shall state the name, occupation held and place of residence. (...)

Section 125 Notices to shareholders and supervisory board members (extract: sentence 5)

- (1) (...) *In the case of listed companies, any nomination of supervisory board members shall include information on their membership of any other supervisory boards that are required to be set up by law; information on their membership of comparable supervisory bodies of commercial companies in Germany and abroad shall be included.*

3. Shareholders' right to ask questions

For this year's (virtual) Annual General Meeting of Shareholders, shareholders who have properly submitted their application to attend as well as proof of their shareholding to the Company will be given the opportunity to ask questions by electronic communication (Article 2 Section 1 (2) sentence 1 no. 3 COVID-19 Act).

The Executive Board, with the approval of the Supervisory Board, decided that questions must be submitted by electronic communication no later than two days before the Annual General Meeting of Shareholders (Article 2 Section 1 (2) sentence 2, half sentence 2 COVID-19 Act). This means that the questions must be received no later than May 17, 2020, 24.00 hrs (CEST), via the password-protected Shareholder Portal at www.sap.com/agm. Shareholders can find the necessary access data for the Shareholder Portal on the voting right card sent by post. In your own interest, please contact your depository institution as early as possible to ensure early registration and timely receipt of the voting right card.

The Executive Board will decide at its dutiful, free discretion which questions will be answered and how they will be answered (Article 2 Section 1 (2) sentence 2, half sentence 1 COVID-19 Act).

The provisions of the COVID-19 Act establishing this right of shareholders read as follows:

Article 2 Section 1 COVID-19 Act (extract)

- (2) *The Executive Board can decide that the meeting will be held as a virtual general meeting without the physical presence of the shareholders or their proxies if:*
1. (...),
 2. (...),
 3. *the shareholders are given an opportunity to ask questions by electronic communication,*
 4. (...).

The Executive Board decides at its dutiful, free discretion which questions will be answered and how they will be answered; it can also prescribe that questions must be submitted no later than two days before the general meeting by electronic communication.