

Invitation to the

ANNUAL GENERAL MEETING OF SHAREHOLDERS

Wednesday, May 12, 2021

SAP SE[®]

having its registered office in Walldorf, Germany

Securities Identification Number (*Wertpapierkennnummer*): 716 460
ISIN: DE 000 7 164 600

The shareholders in our Company are hereby invited to attend
the Annual General Meeting of Shareholders

**on Wednesday, May 12, 2021, at 10.00 hrs Central European Summer Time – CEST
(= 8.00 hrs Coordinated Universal Time – UTC)**

The Annual General Meeting of Shareholders takes place as a **virtual General Meeting** without the physical presence of the shareholders or their proxies. The participation of the shareholders and their proxies takes place by electronic communication in accordance with the provisions and explanations contained in Section IV below (Further information and details concerning the General Meeting of Shareholders).

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I. AGENDA

1. Presentation of the adopted annual financial statements and the approved group annual financial statements, the combined management report and group management report of SAP SE, including the compensation report and the Executive Board's explanatory notes relating to the information provided pursuant to Sections 289a (1) and 315a (1) of the German Commercial Code (*Handelsgesetzbuch*; "HGB"), and the Supervisory Board's report, each for fiscal year 2020

These documents and the Executive Board's proposal for the appropriation of retained earnings can be viewed on the Internet at www.sap.com/agm.

On February 24, 2021, the Supervisory Board approved the annual financial statements prepared by the Executive Board in accordance with Section 172 sentence 1 of the German Stock Corporation Act (*Aktiengesetz*; "AktG"). The annual financial statements have thus been adopted. At the same time, the Supervisory Board also approved the group annual financial statements. In accordance with Section 173 (1) AktG, it is therefore not necessary for the General Meeting of Shareholders to adopt the annual financial statements and to approve the group annual financial statements. The other aforementioned documents, too, must merely be made available to and, pursuant to Section 176 (1) sentence 2 AktG, are to be explained at the General Meeting of Shareholders, with no resolution being required (except in respect of the appropriation of retained earnings).

2. Resolution on the appropriation of the retained earnings of fiscal year 2020

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

The retained earnings for fiscal year 2020 in the amount of € 10,451,658,330.24, as reported in the annual financial statements, are to be appropriated as follows:

– Payment of a dividend in the amount of € 1.85 per no-par value share carrying dividend rights	=	€ 2,182,221,779.00
– transfer to other revenue reserves	=	€ 0.00
– and carry-forward of the remainder to new account	=	€ 8,269,436,551.24

The dividend amount and the remainder to be carried forward to new account set out in the above resolution proposal are based on a capital stock carrying dividend rights of € 1,179,579,340.00, divided into 1,179,579,340 no-par value shares, as at the time of the publication of this invitation.

The number of shares carrying dividend rights may have changed by the time the resolution on the appropriation of retained earnings is passed. If this is the case, the Executive Board and the Supervisory Board will submit an amended resolution proposal on the appropriation of retained earnings to the General Meeting of Shareholders,

which will also provide for a distribution of € 1.85 per no-par value share carrying dividend rights. Such amendment will be made as follows: If the number of shares carrying dividend rights, and thus the total dividend amount, decreases, the amount to be carried forward to new account will be increased accordingly. If the number of shares carrying dividend rights, and thus the total dividend amount, increases, the amount to be carried forward to new account will be reduced accordingly.

In accordance with Section 58 (4) sentence 2 AktG, the claim for payment of the dividend will become due on the third business day (*Geschäftstag*) (within the meaning of the relevant provisions of the German Civil Code (*Bürgerliches Gesetzbuch*; “**BGB**”)) after the resolution has been passed by the General Meeting of Shareholders, i.e. on Tuesday, **May 18, 2021**.

3. Resolution on the formal approval of the acts of the Executive Board in fiscal year 2020

The Supervisory Board and the Executive Board propose that the acts of the members of the Executive Board holding office in fiscal year 2020 be formally approved for that period.

4. Resolution on the formal approval of the acts of the Supervisory Board in fiscal year 2020

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board holding office in fiscal year 2020 be formally approved for that period.

5. Appointment of the auditors of the annual financial statements and group annual financial statements for fiscal year 2021

Following a corresponding recommendation by the audit committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany, be appointed auditors of the annual financial statements and group annual financial statements for fiscal year 2021.

The audit committee has declared in its recommendation that this recommendation is free from any undue influence by third parties, and that no clause restricting the choice of the General Meeting of Shareholders within the meaning of Art. 16 (6) of the EU Auditor Regulation (Regulation (EU) No 537/2014) has been imposed on the audit committee.

6. By-Election of Supervisory Board Members

Ms Diane Greene resigned her seat on the Supervisory Board of SAP SE with effect as of December 9, 2020. By order of the Local Court (Amtsgericht) of Mannheim of December 21, 2020, Dr. Qi Lu was appointed Supervisory Board member of the Company for a limited term up to the close of the General Meeting of Shareholders

on May 12, 2021, replacing Ms Diane Greene. Furthermore, Dr. h. c. mult. Pekka Ala-Pietilä has announced, that he will resign his seat on the Supervisory Board of SAP SE with effect as of the close of this year's Annual General Meeting of Shareholders on May 12, 2021. By-elections are therefore required for these two Supervisory Board Members, with each individual to be elected by way of a separate vote and, in accordance with Article 10 (5) sentence 1 of the Articles of Incorporation, for the remainder of the regular term of office of the respective predecessor.

The Supervisory Board proposes that the following persons be elected as successors to the two shareholder representatives who have resigned from the Supervisory Board of SAP SE:

- a) **Dr. Qi Lu**, Chief Executive Officer of MiraclePlus Ltd., Beijing, China, resident in Beijing, China, as successor of Ms Diane Greene for a term of office starting at the close of the General Meeting of Shareholders on May 12, 2021, and ending at the close of the General Meeting of Shareholders that formally approves the acts of the Supervisory Board for fiscal year 2022,
- b) **Dr. Rouven Westphal**, Member of the Executive Board of the Hasso Plattner Foundation, Potsdam, Germany, and Managing Director of the General Partner of HPC Germany GmbH & Co. KG, Potsdam, Germany, resident in Potsdam, Germany, as successor of Dr. h. c. mult. Pekka Ala-Pietilä for a term of office starting at the close of the General Meeting of Shareholders on May 12, 2021, and ending at the close of the General Meeting of Shareholders that formally approves the acts of the Supervisory Board for fiscal year 2021.

These election proposals are based on corresponding proposals by the nomination committee, take into account the objectives resolved by the Supervisory Board regarding its composition, and aim at fulfilling the Profile of Skills and Expertise prepared by the Supervisory Board for the entire Board. The Diversity Policy prepared by the Supervisory Board regarding its composition is thereby also implemented. For details, please refer to the Corporate Governance Statement for the 2020 financial year and the competence profile prepared by the Supervisory Board, both of which can be accessed at the internet address

www.sap.com/investors/en/governance

The Supervisory Board made sure with the nominated candidates that they have sufficient time to perform their mandate.

The information pursuant to Section 125 (1) sentence 5 AktG regarding the memberships in other supervisory boards to be established by law and in comparable supervisory bodies of commercial enterprises in Germany and abroad and CVs of the candidates are set out in Section II (Information Regarding Item 6 on the Agenda) below.

Also please note the following with regard to the election of a Supervisory Board member:

In accordance with Article 40 (2) sentence 1 and (3) of the SE Regulation, Section 17 of the German SE Implementation Act (*SE-Ausführungsgesetz*; "**SE-AG**"), Section 21 (3) of the German Act on Employee Involvement in European Companies (*SE-Beteiligungsgesetz*; "**SEBG**"), Part II. Clauses 2 and 3 of the Agreement on the Involvement of Employees in SAP SE dated March 10, 2014, as amended on July 15, 2019,

and Article 10 (1) of the Articles of Incorporation of SAP SE, the Supervisory Board of SAP SE comprises eighteen members, nine of whom will be elected by the General Meeting of Shareholders as shareholders' representatives and the remaining nine will be appointed as employees' representatives under the Agreement on the Involvement of Employees in SAP SE referred to above. Pursuant to Section 17 (2) SE-AG, the Supervisory Board of SAP SE must comprise at least 30% of men and women each. Therefore, at least five seats on the Supervisory Board SAP SE must be occupied by women and five seats by men – applying the rounding rule of Sec. 96 (2) Sentence 4 AktG mutatis mutandis. The Supervisory Boards' election proposal takes these requirements into account.

7. Resolution on the granting of a new authorization of the Executive Board to issue convertible and/or warrant-linked bonds, profit sharing rights and/or income bonds (or combinations of these instruments), the option to exclude shareholders' subscription rights, the cancellation of Contingent Capital I and the creation of new contingent capital and the corresponding amendment to Article 4 (7) of the Articles of Incorporation

By resolution adopted by the General Meeting of Shareholders of May 12, 2016, the Executive Board was authorized to issue convertible and/or warrant-linked bonds (or combinations of these instruments) on or before May 11, 2021 in an aggregate notional amount of up to € 10 billion and carrying conversion or option rights in respect of shares in the Company representing a pro rata share in the capital stock of up to EUR 100 million in aggregate. The existing authorization will expire on the day before this year's Annual General Meeting of Shareholders. The Executive Board has not exercised this authorization to date and does not intend to do so during the foreseeable remaining term until May 11, 2021. It is therefore proposed that the Annual General Meeting grants the Executive Board a new authorization with essentially the same content and a term of five years until May 11, 2026. The existing authorization does not need to be rescinded; rather, it will become invalid without further ado on expiry of May 11, 2021. However, the Contingent Capital I linked to the previous authorization must be cancelled, which for its part, due to the lack of issuance of instruments under the current authorization of May 12, 2016, with conversion or option rights, is no longer required. It is to be replaced by a new contingent capital linked to the new authorization.

The Executive Board and the Supervisory Board propose to resolve as follows:

- a) Granting of a new authorization to issue convertible and/or warrant-linked bonds, profit sharing rights and/or income bonds (or combinations of these instruments), and to exclude shareholders' subscription rights
 - (aa) Authorization period, principal amount, term, number of shares

The Executive Board is authorized, subject to the consent of the Supervisory Board, to issue bearer and/or registered convertible and/or warrant-linked bonds, profit sharing rights and/or income bonds (or combinations of these instruments) (hereinafter together also referred to as the "Bonds") on one or more occasions on or before May 11, 2026 in an aggregate principal amount of up to € 10 billion with a maximum term of thirty years and to grant to the holders or creditors of Bonds conversion or option rights in

respect of SAP SE shares representing a pro rata amount of capital stock of up to € 100 million in accordance with the more detailed terms and conditions of the Bonds (hereinafter also referred to as the “Bond Terms”). The Bonds may feature a fixed or variable interest rate. The interest rate may further depend, in whole or in part, on the dividend amount of SAP SE, as is the case for income bonds.

(bb) Currency, issue by majority holdings

To the extent legally permissible and limited to the corresponding euro countervalue fixed by the European Central Bank at the time of the decision on the issuance, the Bonds may be issued not only in euro but also in the legal currency of an OECD country. They may also be issued by any direct or indirect majority holdings of SAP SE (companies in which SAP SE directly or indirectly holds a majority of votes and capital), in which case the Executive Board is authorized, subject to the consent of the Supervisory Board, to provide the guarantee for the Bonds on behalf of SAP SE and to grant or guarantee to the holders or creditors of such Bonds convertible or option rights in respect of SAP SE shares.

(cc) Conversion right

If convertible bearer bonds or registered convertible bonds are issued, the holders, or respectively the creditors, of the convertible bonds will have the right to convert their convertible bonds into shares in the Company in accordance with the Bond Terms. The conversion ratio is determined by dividing the principal amount of each definitive Bond (hereinafter also referred to as a “Definitive Bond”) by the fixed conversion price for one SAP SE share. The conversion ratio may also be determined by dividing the issue price of a Definitive Bond, if lower than the principal amount, by the fixed conversion price for one SAP SE share. Provision may be made for the conversion ratio to be variable and/or the conversion price to be fixed, within a range to be determined, by reference to the development of the price of the SAP SE share during the term of the convertible bond or to be changed as a result of anti-dilution provisions pursuant to lit. (gg). The conversion ratio may in any event be rounded up or down to an integral number; moreover, a provision may be made for an additional cash payment to be effected by the holder or creditor of the Definitive Bond. Where conversion rights to fractional shares arise, provision may be made to permit for these fractional shares to be consolidated in accordance with the Bond Terms such that conversion rights are created that entitle their holders to subscribe for whole shares – where applicable, against an additional cash payment – and/or for these fractional shares to be compensated in cash. The pro rata amount of capital stock represented by the shares to be issued upon conversion of each Definitive Bond must not exceed the principal amount of the Definitive Bond or the issue price of the Definitive Bond, if lower than the principal amount.

(dd) Option right

If warrant-linked bonds are issued, one or more warrants will be attached to each Definitive Bond entitling the holder or creditor to subscribe for SAP SE shares in accordance with the warrant terms and conditions. Provision may

be made for the option price to be fixed, within a range to be determined, by reference to the development of the price of the SAP SE share during the term of the warrant-linked bond or to be changed as a result of anti-dilution provisions pursuant to lit. (gg). The warrant terms and conditions may provide that the option price may also be paid by transferring Definitive Bonds and, if necessary, by effecting an additional cash payment. The relevant conversion ratio will be equal to the principal amount of a Definitive Bond divided by the option price for one SAP SE share. Where subscription rights to fractional shares arise, provision may be made to permit for these fractional shares to be consolidated in accordance with the Bond Terms such that subscription rights are created that entitle their holders to subscribe for whole shares – where applicable, against an additional cash payment – and/or for these fractional shares to be compensated in cash. The pro rata amount of capital stock represented by the shares to be subscribed for each Definitive Bond must not exceed the principal amount of the Definitive Bond or the issue price of the Definitive Bond, if lower than the principal amount. The maximum term of the option rights is thirty years.

(ee) Conversion and option obligation

The conversion or option terms and conditions may also impose a conversion or option obligation (Mandatory Convertible) at maturity or at another point in time (hereinafter in each case also referred to as the “Final Maturity”) or provide for the right of SAP SE to grant holders or creditors of the Bonds on Final Maturity shares in SAP SE wholly or partially in lieu of the payment due. In such cases, the conversion or option price for one share may correspond to the average price of the SAP SE share in the XETRA trading system on the Frankfurt Stock Exchange (or any electronic trading system replacing the XETRA trading system) during the ten trading days preceding or following the date on which conversion is declared and/or the option is exercised or the conversion and/or option obligation is fulfilled, even if such price is lower than the minimum price specified in lit. (gg) below. This average price will be the arithmetic mean of the closing auction prices. If no closing auction is effected in the relevant electronic trading system, the closing auction price will be replaced by the price determined in the last auction that takes place on a trading day or, in the absence of any such auction, the last price determined on that trading day. In such cases, too, the pro rata amount of capital stock represented by the shares to be issued on Final Maturity for each Definitive Bond must not exceed the nominal amount of the individual Definitive Bond.

(ff) Cash payment, granting of existing shares

The Bond Terms may provide that the Company, in the event of a conversion or the exercise of an option or the fulfillment of a conversion or option obligation, will not grant shares in the Company but will pay the equivalent value in cash which, in accordance with the more detailed Bond Terms, corresponds to the average price of the SAP SE share in the XETRA trading system on the Frankfurt Stock Exchange (or any electronic trading system replacing the XETRA trading system) during the ten trading days preceding

or following the date on which conversion is declared or the option is exercised. This average price will be the arithmetic mean of the closing auction prices. If no closing auction is effected in the relevant electronic trading system, the closing auction price will be replaced by the price determined in the last auction that takes place on a trading day or, in the absence of any such auction, the last price determined on that trading day. The Bond Terms may also provide that, in the event of a conversion or the exercise of an option or the fulfillment of a conversion or option obligation, the Company may elect to grant existing shares in the Company rather than new shares.

(gg) Conversion/option price, anti-dilution provisions

Even in the event of a variable conversion ratio or a variable conversion or option price, with the exception of cases of a conversion or option obligation (see lit. (ee) above), the conversion or option price to be determined for each share must be equivalent either – in the event that shareholders' subscription rights are excluded – to at least 80% of the average price of the SAP SE share in the XETRA trading system on the Frankfurt Stock Exchange (or any electronic trading system replacing the XETRA trading system) during the ten trading days preceding the day on which the Executive Board adopts the resolution on the issue of the convertible or warrant-linked bond (day of the final decision by the Executive Board to submit an offer regarding the subscription of Bonds or regarding the declaration of acceptance by the Company following a request to submit subscription offers, as applicable) or alternatively – in the event that shareholders' subscription rights are granted – to at least 80% of the average price of the SAP SE share in the XETRA trading system on the Frankfurt Stock Exchange (or any electronic trading system replacing the XETRA trading system) in the period from the start of the subscription period to the day immediately preceding the publication of the final terms pursuant to Section 186 (2) sentence 2 AktG. This average price will be the arithmetic mean of the closing auction prices. If no closing auction is effected in the relevant electronic trading system, the closing auction price will be replaced by the price determined in the last auction that takes place on a trading day or, in the absence of any such auction, the last price determined on that trading day. Section 9 (1) AktG remains unaffected. Should any dilution of the economic value of the existing conversion or option rights or obligations occur during the term of the Bonds or warrants granting a conversion or option right or imposing a conversion or option obligation and should no subscription rights be granted by way of compensation, the conversion or option rights or obligations may, without prejudice to Section 9 (1) AktG, be adjusted in a manner preserving their value, save to the extent that such adjustment is already governed by mandatory law. In any event, the pro rata amount of capital stock represented by the shares to be subscribed for each Definitive Bond must not exceed the lower of the principal amount or issue price per Definitive Bond. Instead of an adjustment of the conversion or option price in a manner preserving their value, the payment of an appropriate cash amount by SAP SE upon exercise of the conversion or option right or upon fulfillment of the conversion or option obligation may be provided for in all these cases, as set out in more detail in the terms and conditions of the Bonds.

(hh) Granting of shareholders' subscription rights, exclusion of shareholders' subscription rights

The shareholders are generally entitled to subscription rights in respect of the Bonds. The Bonds may also be underwritten by one or more credit institutions or a syndicate of credit institutions, or enterprises which have an equivalent status under Section 186 (5) sentence 1 AktG, with the obligation to offer them to the shareholders for subscription (indirect subscription right). If the Bonds are issued by a direct or indirect majority holding of SAP SE, SAP SE must ensure that its shareholders are granted subscription rights in accordance with the foregoing sentences. The Executive Board is authorized, however, subject to the consent of the Supervisory Board, to exclude shareholders' subscription rights in respect of the Bonds in the following cases:

- in respect of fractional shares arising as a result of the subscription ratio;
- to the extent necessary to grant to the holders or creditors of previously issued conversion or option rights subscription rights in the scope to which they would have been entitled as shareholders following the exercise of the conversion or option rights;
- to the extent the Bonds are issued with conversion or option rights or conversion or option obligations and structured such that the issue price of the Bonds is not substantially below their market value determined in accordance with generally accepted methods in particular of finance mathematics. This authorization to exclude shareholders' subscription rights only applies, however, to Bonds carrying conversion or option rights or obligations in respect of shares representing a pro rata amount of capital stock of SAP SE of no more than 10% in aggregate. For the purpose of calculating the 10% threshold, the lower of the amounts of capital stock existing at the time the resolution on this authorization is adopted by the General Meeting of Shareholders or at the time this authorization is exercised will be relevant. The authorized volume will be reduced by the pro rata amount of capital stock represented by any new or repurchased shares which were issued or sold during the term of this authorization subject to the simplified exclusion of shareholders' subscription rights pursuant to or in accordance with Section 186 (3) sentence 4 AktG as well as by the pro rata amount of capital stock attributable to any conversion and/or option rights or obligations under any bonds that were issued on or after May 12, 2021 applying Section 186 (3) sentence 4 AktG mutatis mutandis.

However, the total pro rata amount of capital stock represented by the shares carrying conversion or option rights or obligations under any bonds in respect of which shareholders' subscription rights are excluded under these authorizations together with the pro rata amount of capital stock represented by new shares from authorized capital which were issued subject to the exclusion of shareholders' subscription rights after the beginning of May 12, 2021, must not exceed 10% of the capital stock of SAP SE; the

relevant amount will be the amount of the capital stock as of May 12, 2021, or the amount of the capital stock as at the time the present authorization is exercised, whichever is lower.

Where profit-sharing rights or income bonds without conversion or option rights or obligations are issued, the Executive Board is authorized, subject to the consent of the Supervisory Board, to exclude shareholders' subscription rights entirely, provided these profit-sharing rights or income bonds resemble debt obligations, i.e. they do not represent membership rights in the Company, they do not grant a share in any liquidation proceeds and their interest rate is not calculated on the basis of the annual net earnings, the net profit or the dividend. Moreover, in this case, the interest rate and issue price of the profit-sharing rights or income bonds must reflect the market conditions for comparable debt instruments prevailing at the time of issue.

(ii) Authorization to determine the further details

The Executive Board is authorized, subject to the consent of the Supervisory Board and the aforementioned provisions, to fix, or determine in agreement with the corporate bodies of the majority holdings of SAP SE issuing the Bonds, the further details of the issue and the terms of the Bonds and the conversion or option rights or obligations, in particular the interest rate, the type of interest, the issue price, the term and denomination, the conversion or option period, any variability in the conversion ratio, the conversion or option price and any anti-dilution provisions.

(jj) Option to have the Supervisory Board's approval given by a committee

Insofar as the approval of the Supervisory Board is required in accordance with the foregoing, a committee formed by the Supervisory Board may grant this approval in the place of the Supervisory Board.

b) Cancellation of existing contingent capital

Contingent Capital I created by resolution of the General Meeting of Shareholders of May 12, 2016 will be cancelled.

c) Creation of new contingent capital

The capital stock is subject to a further contingent increase of up to € 100 million by issuing up to 100 million no-par value bearer shares (Contingent Capital I). The contingent capital increase serves to grant shares upon the exercise of conversion or option rights or upon the fulfillment of conversion or option obligations under convertible or warrant-linked bonds issued or guaranteed by the Company or any of its direct or indirect majority holdings by virtue of the above authorization on or before May 11, 2026 to the holders or creditors of convertible bonds or warrants in accordance with the Bond Terms. The new shares will be issued at the respective conversion or option price to be determined in accordance with lit. a) (gg) above. The contingent capital increase will be implemented only to the extent that the holders or creditors of convertible bonds or warrants under warrant-linked bonds issued or guaranteed by SAP SE or any of its direct or indirect majority holdings on or before May 11, 2026 by virtue of the authorization resolved by the General

Meeting of Shareholders of May 12, 2021 exercise their conversion or option rights or fulfill their conversion or option obligations and to the extent that no other methods of servicing these rights are used. The new shares issued as a result of the exercise of the conversion or option right or upon the fulfillment of the conversion or option obligations will participate in the profits as from the beginning of the fiscal year in which they are created. The Executive Board is authorized to determine the further details of the implementation of the contingent capital increase.

d) Amendment of the Articles of Incorporation

Article 4 (7) of the Articles of Incorporation is amended to read as follows:

“The capital stock shall be subject to a further contingent increase by up to € 100 million by issuing up to 100 million no-par value bearer shares (Contingent Capital I). The contingent capital increase shall be implemented only to the extent that the holders or creditors of convertible bonds or warrants under warrant-linked bonds issued or guaranteed by SAP SE or any of its direct or indirect majority holdings on or before May 11, 2026 by virtue of the authorization resolved by the Annual General Meeting of Shareholders of May 12, 2021 exercise their conversion or option rights or fulfill their conversion or option obligations and no other methods for servicing these rights are used. The new shares shall in each case be issued at the conversion or option price to be determined in accordance with the above authorization resolution. The new shares shall participate in the profits as from the beginning of the fiscal year in which they are created as a result of the exercise of conversion or option rights or upon the fulfillment of the conversion or option obligation. The Executive Board shall be authorized to determine the further details of the implementation of the contingent capital increase.”

A written report by the Executive Board on the reasons for which it is to be authorized to exclude shareholders' subscription rights in respect of the Bonds in certain cases with the approval of the Supervisory Board can be found below under Section III (Report of the Executive Board regarding Item 7 on the Agenda).

8. Amendment of Article 2 (1) of the Articles of Incorporation (Corporate Purpose)

The description of the corporate purpose of the SAP SE in Article 2 of the Articles of Incorporation is to be adapted to reflect the changing activities of the Company and the current technical circumstances. For this purpose, the Corporate Purpose is to be amended to include the area of telecommunications, as SAP now offers a variety of products and services with telecommunications functionalities due to the increasing expansion of its business activities in the cloud area. These include not only traditional original telecommunications services such as communication services via e-mail, video, instant messaging, SMS, MMS, etc., but in particular also digital services and cloud solutions of SAP.

The primary reason for this development is that SAP-products which are offered “as a service” via the cloud must contain telecommunications functionalities in order to be accessible to customers in the cloud and retrievable from the cloud. In addition,

SAP-products and services, including cloud solutions, are now offered and made available to customers and partners using all technically available communication channels, which is in line with current market practice and the expectations of SAP's customers and partners. This development shall be appropriately reflected in the Corporate Purpose. On this occasion, the description of the object of the company shall also be modernized linguistically.

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Article 2 (1) of the Articles of Incorporation, which read as follows:

"1. The corporate purpose of the Company is direct or indirect activity in the area of development, production, and marketing of products and the provision of services in the field of information technology, and particularly in the following fields:

- developing and marketing integrated product and service solutions for e-commerce;
- developing software for information technology and the licensing of its use to others;
- organization and deployment consulting, as well as user training, for e-commerce and other software solutions;
- selling, leasing, renting, and arranging the procurement and provision of all other forms of use of information technology systems and relevant accessories;
- making capital investments in enterprises active in the field of information technology to promote the opening and advancement of international markets in the field of information technology."

is amended as follows:

"1. The corporate purpose of the Company is direct or indirect activity in the area of development, production, and marketing of products and the provision of services in the fields of information technology and telecommunication, and particularly in the following fields:

- developing and marketing integrated product and service solutions for e-commerce;
- developing software and cloud solutions and the licensing of their use to others;
- organization and deployment consulting, as well as user training, for software and cloud solutions;
- selling, leasing, renting, and arranging the procurement and provision of all other forms of use of information technology systems and relevant accessories;

- making capital investments in enterprises active within the scope of the corporate purpose to promote the opening and advancement of international markets in these fields.”

Otherwise, Article 2 of the Articles of Incorporation remains unchanged.

The current Articles of Incorporation are available at www.sap.com/investors/en/governance.

9. Amendment of Article 18 (3) of the Articles of Incorporation (Right to Attend the General Meeting of Shareholders – Proof of Shareholding)

On January 1, 2020, the Act Implementing the 2nd EU Shareholder Rights Directive (*Gesetz zur Umsetzung der 2. EU-Aktionärsrechte-Richtlinie*; “**ARUG II**”) came into force. Among other things, this law modified the provisions of the German Stock Corporation Act on the convening of the Annual General Meeting of Shareholders in various respects. These new statutory provisions have been effective since September 3, 2020.

Article 18 (3) of the Articles of Incorporation stipulates how the shareholders of SAP SE prove their shareholdings and thus their right to attend the General Meeting of Shareholders. However, this provision of the Articles of Incorporation is still partly based on the previous statutory situation and is therefore to be amended to reflect changes in the law.

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Article 18 (3) of the Articles of Incorporation, which read as follows:

“3. Proof of shareholding shall be furnished by way of proof issued by a depository institution in text form in German or English. The proof issued by the depository institution shall relate to the beginning of the 21st day prior to the General Meeting of Shareholders. Paragraph 2 shall apply to the furnishing of proof *mutatis mutandis*.”

is amended as follows:

“3. For proof of shareholding, proof in accordance with Section 67c (3) AktG shall be sufficient. The proof shall relate to the beginning of the 21st day prior to the General Meeting of Shareholders. Paragraph 2 shall apply *mutatis mutandis* to the proof”

Otherwise, Article 18 of the Articles of Incorporation remains unchanged.

The current Articles of Incorporation are available at www.sap.com/investors/en/governance.

II. INFORMATION REGARDING ITEM 6 ON THE AGENDA

1) Dr. Qi Lu

Beijing, China

* 3 September 1961

Nationality: U.S. American

Chief Executive Officer, MiraclePlus Ltd., Beijing, China (not publicly listed)

Qualification

- 1984 Bachelor's degree in Computer Science,
Fudan University, Shanghai, China
- 1987 Master's degree in Computer Science,
Fudan University, Shanghai, China
- 1996 Ph.D. in Computer Science, Carnegie Mellon University,
Pittsburgh, Pennsylvania, USA

Career

- 1996 – 1998 IBM Corporation, San José, California, USA
– Research Staff Member, IBM's Almaden Research Center
- 1998 – 2007 Yahoo! Inc., Sunnyvale, California, USA
– Engineer, Director, VP of Engineering
- 2007 – 2008 Yahoo! Inc., Sunnyvale, California, USA
– Group Executive Vice President, Engineering, Search,
Search Marketing & Advertising Technology Group
- 2009 – 2013 Microsoft Corporation, Redmond, Washington, USA
– President, Online Service
- 2013 – 2016 Microsoft Corporation, Redmond, Washington, USA
– Executive Vice President, Applications & Services Group
- 2017 – 2019 Baidu, Beijing, China
– Vice Chairman of the Board of Directors, President and
Chief Operating Officer
- 2017 – 2018 IQIYI Inc., Beijing, China
– Member of the Board of Directors
- 2018 – 2019 Y Combinator China, Beijing, China
– China Founding CEO, Head of Research
- Since 2018 Pinduoduo Inc., Shanghai, China
– Member of the Board of Directors
- Since 2019 MiraclePlus Ltd., Beijing, China
– Founder, Chief Executive Officer

Since 2020 Pine Field Holding Limited, Cayman Islands, Pine Field Holding Limited, Hong Kong, China, and Pine Field Ltd., Beijing, China
– Chairman of the Boards of Directors

Since 2020 SAP SE, Walldorf, Germany
– Member of the Supervisory Board

Current Memberships

Membership of supervisory boards to be established by law in Germany:

a. Membership of supervisory boards of publicly listed companies:

- SAP SE, Walldorf, Germany (since 2020)

b. Membership of supervisory boards of non-public companies:

- None.

Membership of comparable supervisory bodies of commercial enterprises in Germany and abroad:

a. Membership of comparable supervisory bodies of publicly listed companies:

- Board of Directors of Pinduoduo Inc., Shanghai, China.

b. Membership of comparable supervisory bodies of non-public companies:

- Chairman of the Boards of Directors of Pine Field Holding Limited, Cayman Islands, as well as its wholly-owned subsidiaries Pine Field Holding Limited, Hong Kong, China, and Pine Field Ltd., Beijing, China.

Declaration in accordance with C.13 of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*; “DCGK”)

In the assessment of the Supervisory Board, there are no personal or business relations to SAP SE or its group companies, the corporate bodies of SAP SE or a shareholder directly or indirectly holding more than 10% of the voting shares in SAP SE which it deems relevant for the decision-making of the General Meeting of Shareholders in relation to the election. In the opinion of the Supervisory Board, the candidate is to be regarded as independent within the meaning of the German Corporate Governance Code.

2) Dr. Rouven Westphal

Potsdam, Germany

* 14 September 1972

Nationality: German

Member of the Executive Board of the Hasso Plattner Foundation, Potsdam, Germany, and Managing Director of the General Partner of HPC Germany GmbH & Co. KG, Potsdam, Germany

Qualification

- | | |
|------|---|
| 1997 | Diploma in Mechanical Engineering,
Technical University Hamburg-Harburg, Germany |
| 2005 | Ph.D. in Business Administration, University Bamberg, Germany |

Career

- | | |
|-------------|--|
| 1997 – 2002 | Accenture (formerly Andersen Consulting), Frankfurt am Main, Germany
– Business Consultant |
| 2000 – 2002 | N.B.A. Nordbayrische Business Angels GmbH, Nuremberg, Germany
– Founder and Managing Director |
| 2003 – 2006 | EXASOL AG (formerly exasol GmbH), Nuremberg, Germany
– Co-Founder and Managing Director |
| 2006 – 2012 | Hasso Plattner Ventures GmbH & Co. KG, Potsdam, Germany
– Managing Director |
| Since 2012 | HPC Germany GmbH & Co. KG, Potsdam, Germany
– Managing Director of the General Partner |
| Since 2015 | Hasso Plattner Foundation, Potsdam, Germany
– Member of the Executive Board |

Current Memberships

Membership of supervisory boards to be established by law in Germany:

- a. Membership of supervisory boards of publicly listed companies:
 - None.
- b. Membership of supervisory boards of non-public companies:
 - None.

Membership of comparable supervisory bodies of commercial enterprises in Germany and abroad:

- a. Membership of comparable supervisory bodies of publicly listed companies:
 - None.
- b. Membership of comparable supervisory bodies of non-public companies:
 - Sharks Sports & Entertainment LLC, San José, California, USA, Advisory Board.

Declaration in accordance with C.13 DCGK

In the assessment of the Supervisory Board, there are no personal or business relations to SAP SE or its group companies, the corporate bodies of SAP SE or a shareholder directly or indirectly holding more than 10% of the voting shares in SAP SE which it deems relevant for the decision-making of the General Meeting of Shareholders in relation to the election.

Dr. Westphal has a business relationship with Prof. Dr. Plattner, the chairman of the Supervisory Board of SAP SE. He is managing director of the general partner of HPC Germany GmbH & Co. KG, the Investment Office of Prof. Dr. Plattner, which manages his private wealth including his shareholding in SAP SE. Furthermore, Dr. Westphal is a member of the Executive Board of the non-profit Hasso Plattner Foundation, which was founded by Prof. Dr. Plattner but is independent of him. The Foundation holds SAP shares amounting to less than 3% of SAP SE's registered share capital. Prof. Dr. Plattner is not a controlling shareholder of SAP SE within the meaning of the German Corporate Governance Code.

Thus, in the opinion of the Supervisory Board, the candidate is to be regarded as independent within the meaning of the German Corporate Governance Code.

III. REPORT OF THE EXECUTIVE BOARD REGARDING ITEM 7 ON THE AGENDA

Under Item 7 on the Agenda, the Executive Board and the Supervisory Board propose that the Executive Board be granted a new authorization to issue convertible and/or warrant-linked bonds, profit sharing rights and/or income bonds (or combinations of these instruments), the content of which is essentially identical to that of the existing authorization of May 12, 2016, which is due to expire shortly. In accordance with Section 221 (4) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG, the Executive Board reports below on the reasons why it should also be possible under the new authorization to exclude shareholders' subscription rights to bonds in certain cases with the approval of the Supervisory Board. The report of the Executive Board is part of this invitation. It is also available on the internet at

www.sap.com/agm

1. New Authorization and associated benefits for the Company

Adequate capital resources are an important requirement for the Company's development. The issue of convertible and/or warrant-linked bonds as well as profit-sharing rights and/or income bonds (or combinations of all these instruments) offers the Company attractive financing opportunities at relatively low interest, and the proposed authorization is designed to again open up these opportunities to the Company. The authorization gives the Company the flexibility required to raise capital, depending on the situation prevailing on the market, in the German capital market or even in the international capital market, in particular through direct or indirect majority holdings of SAP SE.

2. Shareholders' Subscription Rights

The authorization provides that the convertible and/or warrant-linked bonds as well as the profit-sharing rights and/or income bonds (or combinations of all these instruments) are generally to be offered to the shareholders for subscription (Section 221 (4) AktG in conjunction with Section 186 (1) AktG). In order to facilitate implementation, use may in this regard be made of the option to offer the convertible and/or warrant-linked bonds as well as the profit-sharing rights and/or income bonds (or combinations of all these instruments) to one or more credit institutions or a syndicate of credit institutions, or enterprises which have an equivalent status under Section 186 (5) sentence 1 AktG, with the obligation to offer the Bonds to the shareholders for subscription in accordance with their subscription rights (indirect shareholders' subscription right within the meaning of Section 186 (5) sentence 1 AktG). If the Bonds are issued by a direct or indirect majority holding of SAP SE, SAP SE must ensure that the subscription rights of SAP SE shareholders are granted in accordance with the foregoing sentences.

3. Exclusion of the Shareholders' Subscription Rights

The resolution proposal, however, provides for the option to exclude the shareholders' subscription rights in respect of the Bonds in the following cases.

a) Fractional Shares

It is proposed that the Executive Board be authorized, subject to the consent of the Supervisory Board, to exclude fractional shares from the shareholders' subscription rights. Such fractional shares may result from the amount of the issue volume and the determination of a practicable subscription ratio. An exclusion of the shareholders' subscription rights in these cases facilitates the implementation of the capital-related measure, in particular of the shareholders' subscription rights.

b) Anti-dilution Provisions with regard to bonds

It is further proposed that the Executive Board be granted the option, subject to the consent of the Supervisory Board, to exclude the shareholders' subscription rights in order to grant to the holders or creditors of previously issued conversion and option rights subscription rights in the scope to which they would have been entitled as shareholders following the exercise of the conversion or option rights. This will permit to grant to the holders or creditors of conversion or option rights already existing at this point in time subscription rights in lieu of a reduction of the conversion or option price as anti-dilution protection. Equipping bonds with anti-dilution protection is in line with standard market practice.

c) Simplified Exclusion of Subscription Rights

It is further proposed that the Executive Board be authorized, applying Section 186 (3) sentence 4 AktG *mutatis mutandis*, to exclude, subject to the consent of the Supervisory Board, the shareholders' subscription rights to the extent the Bonds are issued with conversion or option rights or conversion or option obligations and structured such that the Bonds are issued at a price that is not substantially below their market value determined in accordance with generally accepted methods in particular of finance mathematics.

This can be expedient in order to promptly respond to favorable conditions on the stock exchange and to quickly and flexibly place a Bond in the market on attractive conditions. The equity markets have become clearly more volatile. The ability to promptly react to market developments will therefore be vital for the result of the issue to be as favorable as possible. Favorable conditions that are as "near market" as possible can generally be established only if the Company is not bound by those conditions for an excessively long offer period. The issue of subscription rights generally requires a significant safety margin to be deducted in order to ensure the attractiveness of the conditions and thus the issue's chances of success over the entire offer period. It is true that Section 186 (2) AktG allows the subscription price (and thus the terms and conditions of the Bonds in the case of convertible and/or warrant-linked bonds) to be published three days prior to the expiration of the subscription period at the latest. In light of the volatility in the stock markets, however, this still involves a market risk, in particular a price change risk, for several days, which may lead to the deduction of safety margins in connection with the determination of the terms and conditions of the bonds and thus to conditions

that are not optimal. In addition, even where shareholders' subscription rights are granted, a full placement will not automatically be ensured and an alternative placement with third parties will in any event involve additional expenses given the uncertainty of the exercise of such rights (subscription behavior). Finally, if the Company were to grant subscription rights, it would not be in a position to promptly react to a change in market conditions due to the length of the subscription period but would be exposed to declining share prices during the subscription period, which could lead to less favorable opportunities for the Company to procure capital.

In this case of exclusion of shareholders' subscription rights in connection with the issue of convertible and warrant-linked bonds, the provision set forth in Section 186 (3) sentence 4 AktG regarding the simplified exclusion of shareholders' subscription rights applies *mutatis mutandis* pursuant to Section 221 (4) sentence 2 AktG. In order to comply with the threshold of 10% of capital stock that is applicable to the simplified exclusion of shareholders' subscription rights provided for in Section 186 (3) sentence 4 AktG, the authorization concerning the simplified exclusion of shareholders' subscription rights is limited to the issue of Bonds carrying conversion or option rights or obligations in respect of shares representing a pro rata amount of no more than 10% of the Company's capital stock in aggregate. The resolution proposal under Agenda Item 7 provides that, for the purpose of calculating the 10% threshold, the lower of the amounts of capital stock existing at the time the resolution concerning this authorization is adopted by the General Meeting of Shareholders of May 12, 2021 or at the time the authorization is exercised is to be relevant. Moreover, the resolution proposal provides for a deduction clause pursuant to which the 10% threshold will be reduced to the extent that other authorizations concerning the simplified exclusion of shareholders' subscription rights are exercised after adoption of the resolution by the General Meeting of Shareholders of May 12, 2021.

The interests of the shareholders are safeguarded by the fact that the Bonds must not be issued substantially below their market value. This will prevent a significant economic dilution of the value of the shares. Whether or not the Bonds are issued substantially below their market value will be determined by calculating the market value of the convertible or warrant-linked bonds in accordance with generally accepted methods in particular of finance mathematics and comparing it with the offer price. The Executive Board will in its price determination, taking into account the situation then prevailing on the capital market, ensure that the deduction from the market value will be as low as possible. If the Executive Board considers it appropriate in any given situation to seek professional advice, it may rely on the support of third parties. For instance, a bank (or underwriting bank) involved in the issue may confirm in an appropriate form that the issue price will not be substantially below the market value of the shares. This may also be confirmed by a bank not involved in the issue or an auditing firm or any other expert. Such an effect would reduce the calculated value of a subscription right to virtually zero, so that no appreciable economic disadvantage will be suffered by the shareholders due to the exclusion of their subscription rights.

Irrespective of such an examination by the Executive Board, the establishment of conditions that are in line with market standards and the associated avoidance of any appreciable dilution of the share value may also be achieved by a bookbuilding process. In such a process, the convertible or warrant-linked bonds are not offered at a fixed issue price but the issue price and/or individual conditions of the convertible and/or warrant-linked bonds (e.g. interest rate and conversion or option price) will be established on the basis of the purchase orders submitted by investors. As a result, the total value of the Bonds will be determined “near market”.

All of these measures will ensure that the value of the Company’s shares is not significantly diluted as a result of the exclusion of shareholders’ subscription rights. Moreover, the shareholders intending to maintain their share in the Company’s capital stock have the option to acquire shares on the stock exchange on almost identical conditions.

d) Overall Cap

The Executive Board may only make use of all the above authorizations to exclude subscription rights with regard to conversion or option rights or obligations to such an extent that the total amount of shares attributable thereto does not exceed 10% of the capital stock. This additionally limits the total scope of an issue of bonds with conversion or option rights or conversion or option obligations under exclusion of subscription rights. In this way, shareholders are additionally protected against a possible dilution of their existing shareholdings. Offsetting clauses ensure that the Executive Board also does not exceed the 10% limit by additionally making use of other authorizations to issue shares or to issue rights enabling or obligating the subscription of shares and in doing so also excludes shareholders’ subscription rights.

e) Exclusion of Shareholders’ Subscription Rights for profit-sharing rights or income bonds which resemble debt obligations

Finally, where profit-sharing rights or income bonds without conversion or option rights or conversion or option obligations are to be issued, the Executive Board is authorised, subject to the consent of the Supervisory Board, to exclude shareholders’ subscription rights entirely, provided these profit-sharing rights or income bonds resemble debt obligations, i.e. they do not represent membership rights in the Company, they do not grant a share in any liquidation proceeds and their interest due is not calculated on the basis of the annual net earnings, the net profit or the dividend. Moreover, in this case, the interest rate and issue price of the profit sharing rights or income bonds must reflect the market conditions for comparable debt instruments prevailing at the time of issue. If the above requirements are met, the exclusion of subscription rights does not place the shareholders at a disadvantage, since the profit-sharing rights or income bonds do not represent membership rights and do not grant a share in any liquidation proceeds or in profits generated by the Company. While the Bonds may provide for any interest payable to be subject to annual net earnings or a net profit being generated or a dividend being distributed, it would not be permissible for higher net earnings, higher net profit or a higher dividend to result in higher interest. The issue of profit-sharing rights or income bonds therefore neither changes nor dilutes the shareholders’ voting rights nor their participation in the Company and

its profits. Moreover, the binding requirement of issuing the Bonds on fair market terms where subscription rights are excluded ensures that subscription rights have no significant value.

4. New Contingent Capital I

The purpose of Contingent Capital I that is to be newly created is to service the conversion or option rights linked to the convertible and/or warrant-linked bonds or upon fulfillment of the conversion and/or option obligations to the extent that no other methods of servicing these rights are used. The issue price of the new shares will be determined in accordance with lit. a) (gg) of the resolution proposed. In this provision, the bases for the determination of the minimum issue amount are stipulated in accordance with Section 193 (2) no. 3 AktG, as a result of which the Company will have extensive flexibility in fixing the terms and conditions of the Bonds.

According to the resolution proposal, the conversion or option price to be determined for each share must, even in the event of a variable conversion ratio or a variable conversion or option price, be equivalent either – in the event that shareholders' subscription rights are excluded – to at least 80% of the average price of the SAP SE share in the XETRA trading system on the Frankfurt Stock Exchange (or any electronic trading system replacing the XETRA trading system) during the ten trading days preceding the day on which the Executive Board adopts the resolution on the issue of the convertible or warrant-linked bond or – in the event that shareholders' subscription rights are granted – to at least 80% of the average price of the SAP SE share in the XETRA trading system on the Frankfurt Stock Exchange (or any electronic trading system replacing the XETRA trading system) in the period from the start of the subscription period to the day immediately preceding the publication of the final terms pursuant to Section 186 (2) sentence 2 AktG. This average price will be the arithmetic mean of the closing auction prices. If no closing auction is effected in the relevant electronic trading system, the closing auction price will be replaced by the price determined in the last auction that takes place in the relevant electronic trading system on a trading day or, in the absence of any such auction, the last price determined in the relevant electronic trading system on that trading day. Section 9 (1) AktG is to remain unaffected, which means that shares must in no event be issued at a price below the pro rata amount of capital stock represented by them. Should any dilution of the economic value of the existing conversion or option rights occur during the term of the Bonds or warrants granting a conversion or option right and should no subscription rights be granted by way of compensation, it is intended that it should be possible for the conversion or option rights to be adjusted, without prejudice to Section 9 (1) AktG, in a manner preserving their value save to the extent that such adjustment is already governed by mandatory law. This will give the Executive Board the opportunity to include such dilution protection provisions as are customarily required in the Bond Terms. In any event, the pro rata amount of capital stock represented by the shares to be subscribed for each Definitive Bond must not exceed the lower of the principal amount or issue price per Definitive Bond.

In deviation thereof, the conversion or option price for one share may, in the event of a conversion or option obligation, correspond to the average price of the SAP SE share in the XETRA trading system on the Frankfurt Stock Exchange (or any electronic trading system replacing the XETRA trading system) during the ten trading

days preceding or following the date on which conversion is declared and/or the option is exercised or the conversion and/or option obligation is fulfilled, even if such price is lower than the minimum price specified in lit. a) (gg) of the proposed resolution. This average price will be the arithmetic mean of the closing auction prices. If no closing auction is effected in the relevant electronic trading system, the closing auction price will be replaced by the price determined in the last auction that takes place on a trading day or, in the absence of any such auction, the last price determined on that trading day. In such cases, too, the pro rata amount of capital stock represented by the shares to be issued on Final Maturity for each Definitive Bond must not exceed the nominal amount of the individual Definitive Bond.

However, it is intended that it should also be possible to provide in the Bond Terms that the Company, in the event of a conversion or the exercise of an option, will not grant shares in the Company but will pay the equivalent value in cash or that the Company may elect to grant existing shares in the Company rather than new shares.

5. Report of the Executive Board on the Exercise of the Authorization

There are currently no concrete plans to exercise the new authorization. In any case, the Executive Board will carefully examine whether the exercise and any exclusion of subscription rights are in the interest of the Company and its shareholders. The Executive Board will report to the General Meeting of Shareholders on each exercise of the authorization as well as the reasoning for a respective exclusion of shareholders' subscription rights.

IV. FURTHER INFORMATION AND DETAILS CONCERNING THE GENERAL MEETING OF SHAREHOLDERS

Due to the ongoing COVID-19 pandemic, the Executive Board, with the approval of the Supervisory Board, has decided that this year's Annual General Meeting of Shareholders will again be held as a **virtual General Meeting** without the physical presence of the shareholders or their proxies. The legal basis for this is Article 2 Section 1 (2) sentence 1, (6) 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**"), extended and last amended by Article 11 of the Act on the Further Shortening of the Residual Debt Relief Procedure and on the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law and in Tenancy and Lease Law (*Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht*) of December 22, 2020, BGBl. I 2020 p. 3328. Correspondingly, there will be some peculiarities in the course of the Annual General Meeting of Shareholders and in the exercise of shareholder rights. We therefore ask our shareholders to pay particular attention to the following information:

1. Conditions for attending the General Meeting of Shareholders and exercising voting rights

a) Application to attend and proof

Shareholders are entitled to attend the virtual General Meeting of Shareholders and to exercise their voting rights in accordance with the provisions and explanations below only if they have submitted an application prior to the General Meeting of Shareholders and furnished proof of their shareholding to the Company.

Please note that the right to attend this year's virtual General Meeting of Shareholders can only be exercised by appointing the proxies designated by the Company to vote on your behalf. Voting rights may also be exercised by postal vote, even without attending the General Meeting of Shareholders. The granting of power of attorney to other persons is also possible. However, these persons must then in turn vote via postal vote or grant a (sub)power of attorney to the proxies designated by the Company. For details on this please refer to the following sections.

In accordance with Article 18 (2) sentence 1 half sentence 1 of the Articles of Incorporation, **Application** must be made in German or English and must be received by the Company in text form (Section 126b BGB). In accordance with Article 18 (3) sentence 1 of the Articles of Incorporation, **Proof of shareholding** must be furnished by way of a confirmation issued by a depositary institution in

text form (Section 126b BGB) in German or English; in any case, proof by the last intermediary pursuant to Section 67c (3) AktG, Article 5 Implementing Regulation (EU) 2018/1212 is sufficient. The proof of shareholding must relate to the beginning (i.e. 0.00 hrs CEST) of April 21, 2021 (the Record Date). The application as well as the proof of shareholding must be received by the Company **by no later than the end (i.e. 24.00 hrs CEST (= 22.00 hrs UTC) of May 5, 2021**, at the address below:

SAP SE
c/o DZ BANK AG
represented by dwpbank
– DPHVG –
Landsberger Str. 187
D-80687 Munich

or by fax: +49 (0)69 5099 1110
or by e-mail: hv-eintrittskarten@dwpbank.de

b) Relevance of the Record Date

In relations with the Company, a person will be deemed to be a shareholder for the purpose of attending the General Meeting of Shareholders or exercising voting rights only if proof of their shareholding has been furnished as described above. Any changes in shareholdings occurring after the Record Date are of no relevance in this regard. Shareholders who have acquired their shares only after the Record Date are therefore not entitled, in relations with the Company, to attend the General Meeting of Shareholders or exercise voting rights as shareholders. Shareholders who have duly applied for attendance and provided proof of their shareholdings are entitled, in relations with the Company, to attend the General Meeting of Shareholders and to exercise their voting rights even if they disposed of their shares after the Record Date. The Record Date does not affect the shareholders' dividend entitlement.

c) Ordering and delivery of the voting right card

Once the application and proof of shareholdings have been submitted correctly (as described above in lit. a) of this Section 1), the shareholders will be issued with a voting right card in order to enable them to exercise their rights prior to and during the (virtual) General Meeting of Shareholders. Most depositary institutions will ensure timely receipt of the voting right card, provided that shareholders complete the application forms sent to them by their depositary institutions and return them to the relevant depositary institution in sufficient time for such institution to arrange for the application and proof of shareholding to be submitted on behalf of the shareholders before the application period ends. In your own interest, please contact your depositary institution as early as possible to ensure early registration and timely receipt of the voting right card.

Voting right cards are provided for organizational purposes only and do not represent further conditions for participation. However, they contain the information that is required in particular for the use of the password-protected Shareholder Portal, via which, among other things, the voting right can be exercised via electronic communication (by postal vote), powers of attorney and instructions for

exercising the voting right can be issued to the proxy designated by the Company, the right to ask questions can be exercised by means of electronic communication, and an objection to a resolution of the Annual General Meeting of Shareholders can be declared (see Section 2 below).

2. Virtual General Meeting without physical presence of the shareholders or their proxies

This year's Annual General Meeting of Shareholders again takes place as a **virtual General Meeting** without the physical presence of the shareholders or their proxies. Therefore,

1. the video and audio transmission of the entire Annual General Meeting of Shareholders takes place on the Internet (see also Section 5 below (Live transmission of the General Meeting of Shareholders on the Internet)),
2. shareholders can exercise their voting rights via electronic communication (by postal vote) and grant power of attorney via electronic communication. This does not affect the previously existing options for exercising voting rights by postal vote in other ways as well as granting power of attorney in other ways, for example by post or fax (see also Section 3 below (Voting by post) and Section 4 below (Voting by proxy)),
3. the shareholders have the right to ask questions by electronic communication (see also Section 6 lit. c) below (Shareholders' rights – Shareholders' right to ask questions), and
4. in deviation from Section 245 No. 1 AktG, the shareholders who have exercised their voting right in accordance with No. 2 above are given the opportunity to object to a resolution of the Annual General Meeting of Shareholders, waiving the requirement to appear at the Annual General Meeting of Shareholders.

Shareholders who have duly submitted their application to attend as well as proof of their shareholding to the Company can access the password-protected Shareholder Portal at the internet address

www.sap.com/agm

also on the day of the Annual General Meeting of Shareholders. There they can also exercise their voting rights on the day of the Annual General Meeting of Shareholders via electronic communication (by postal vote) and issue powers of attorney and instructions on how to exercise the voting rights to the proxy designated by the Company via electronic communication. In addition, on the day of the General Meeting of Shareholders, they can object to a decision of the General Meeting of Shareholders. Shareholders can find the necessary access data for the Shareholder Portal on the voting right card sent by post.

With regard to the exercise of the right to ask questions, the Executive Board, with the approval of the Supervisory Board, decided that questions must be submitted by electronic communication at least one day before the Annual General Meeting of Shareholders. Further information on the exercise of the right to ask questions can be found in Section 6 lit. c) below (Shareholders' rights – Shareholders' right to ask questions).

3. Voting by post

Within the scope specified below, shareholders have the option to vote by post, i.e. without having to attend the General Meeting of Shareholders. This, too, requires correct submission of the application and of proof of their shareholding, as set out in Section 1 above (Conditions for attending the General Meeting of Shareholders and exercising voting rights).

Voting by post can be performed in writing, using the (postal voting) form which is printed on the voting right card and which is also available on the Internet at www.sap.com/aggm. The form used for postal voting must be received by the Company, fully completed and, in particular, bearing the voting right card number and the validation code, by May 11, 2021 (day of receipt of post) by the Company at the following address:

SAP SE
c/o Computershare Operations Center
D-80249 München.

The fully completed form may also be sent by fax and must in this case be received by 12.00 hrs CEST (=10.00 hrs UTC) on May 11, 2021, at the fax number +49 (0)89 30903 74675.

Votes cast by post in this way may be revoked or amended by written notice directed at the postal address specified above (in this Section 3) by May 11, 2021 (day of receipt of post) or by transmitting the written notice by fax to the number specified (here in Section 3) above by 12.00 hrs CEST (=10.00 hrs UTC) on May 11, 2021 (time of receipt of fax).

In addition, there is the possibility of voting by post also via electronic communication. For this purpose, the shareholders who have duly submitted their application to attend as well as proof of their shareholding to the Company can access the password-protected Shareholder Portal at the internet address:

www.sap.com/aggm

In this way, voting by post (as well as changing and revoking it) is still possible on the day of the Annual General Meeting of Shareholders until the end of the answers to the shareholders' questions. This also applies for changing and revoking postal votes previously submitted by facsimile or mail. Details on the use of the password-protected Shareholder Portal can be found in Section 2 above (Virtual General Meeting without physical presence of the shareholders or their proxies).

4. Voting by proxy

a) Option to vote by proxy

Shareholders may elect to have their voting rights exercised by a proxy, e.g. by a bank, a shareholders' association, by proxies designated by the Company or another person of their choice. In this case, correct submission of the application to attend and of proof of shareholding is also required as set out in Section 1 above (Conditions for attending the General Meeting of Shareholders and exercising

voting rights). It is possible to appoint a proxy both prior to and during the virtual General Meeting of Shareholders, and proxies may be appointed by way of the shareholder making a declaration to the relevant proxy or to the Company.

Except for the proxies designated by the Company, proxies will also only be able to cast votes by post (as described above under "Voting by post") or by appointing and instructing the proxies designated by the Company.

A proxy can only use the password-protected Shareholder Portal if the proxy receives the access data sent with the voting right card from the principal.

b) Form of proxy authorization

Pursuant to Section 134 (3) sentence 3 AktG, the proxy authorization must be granted or revoked, and proof of the proxy authorization to be provided to the Company must be provided, in text form (Section 126b BGB). The special provisions set out below in lit. c) of this Section 4 additionally apply where authorization is granted to proxies designated by the Company. In the event that proxy authorization is granted to an intermediary, to a shareholders' association, to a proxy advisor or to a person which has an equivalent status under Section 135 (8) AktG, the text form, in derogation from the above, is neither required pursuant to Section 134 (3) sentence 3 AktG, nor do the Articles of Incorporation contain a specific provision governing such case. Intermediaries, shareholders' associations, proxy advisors, and persons which have an equivalent status under Section 135 (8) AktG may therefore use forms for the granting of proxy authorization which need only comply with the statutory provisions governing such case, in particular those contained in Section 135 AktG. Reference is made to the special procedure pursuant to Section 135 (1) sentence 5 AktG.

c) Proxies designated by the Company, special provisions regarding their authorization

Within the scope specified below, we offer our shareholders and their proxies the option to be represented at the virtual General Meeting of Shareholders by employees designated as proxies by the Company (Company proxies) who are bound by the shareholders' instructions. The Company proxies will exercise their powers only to the extent that shareholders have previously instructed them to exercise their voting rights. The proxies designated by the Company are obligated to vote in accordance with the instructions given to them.

The authorization of Company proxies may be granted and revoked, and instructions to them may be given and amended, by declaration to the Company also via electronic communication, using the password-protected Shareholder Portal provided by the Company at the internet address www.sap.com/agm. Shareholders can find the necessary access data for the Shareholder Portal on the voting right card sent by post. Via the Shareholder Portal, authorizations and instructions to the Company proxies may still be given, modified and revoked during the General Meeting of Shareholders until the end of the answers to the shareholders' questions.

If, besides the authorization for and instructions to the Company proxies, the Company has received postal votes (see Section 3 above), these postal votes will always take precedence; in this case, the Company proxies will not exercise the authorization granted to them and will not represent the relevant shares.

d) Proof of proxy authorization

If proxy authorization is granted by way of a declaration made to the Company, no separate proof of proxy authorization to the Company is required. If, however, proxy authorization is granted by way of a declaration made to the proxy appointed, the Company may demand to see proof of such authorization, unless otherwise provided for in Section 135 AktG, i.e. in particular where an intermediary, a shareholders' association, or a proxy advisor is appointed proxy. Such proof may be directed to the postal address or fax number of the Company stated in Section 3 for voting by post. In accordance with Section 134 (3) sentence 4 AktG, we offer the following means of electronic communication: the proof of appointment of a proxy may be sent to the Company by e-mail to sap-hv2021@computershare.de. It will be ensured that Word, .pdf, .jpg, .txt and .tif documents sent as e-mail attachments will be taken into account (in addition to the possibility of existing e-mails being forwarded). The Company is only able to easily and clearly draw the link between proof of proxy authorization that is sent by e-mail and a specific application to attend if such authorization or the corresponding e-mail states the family name, first name and address of the relevant shareholder and, if already known, the voting right card number and the validation code. The means of communication specified above will also be available for granting or revoking proxy authorization by means of a declaration to the Company.

e) Forms for granting proxy authorization

Shareholders will receive forms which may be used for granting proxy authorization as well as for granting proxy authorization and issuing instructions to the Company proxies together with their voting right card following correct submission of the application and proof of shareholding. In addition, a corresponding possibility to enter data can be found in the password-protected Shareholder Portal provided by the Company, among other things, for granting proxy authorizations and issuing instructions to Company proxies. A printable form for granting proxy authorization and, where appropriate, for issuing instructions to the Company proxies and also to third persons is also available on the Internet at www.sap.com/agm. To facilitate processing, we ask that these forms be used for granting proxy authorization if proxies are appointed by way of a declaration made to the Company, including where proxy authorization is granted and instructions are issued to the Company proxies.

5. Live transmission of the General Meeting of Shareholders on the Internet

All shareholders of SAP SE and the interested general public may follow the entire General Meeting of Shareholders on May 12, 2021, from 10.00 hrs CEST (= 8.00 hrs UTC) live on the Internet. Unrestricted online access to the live transmission will be possible via the Internet at www.sap.com/agm.

Shareholders who have properly submitted their application to attend as well as proof of their shareholding to the Company can also follow the live transmission via the password-protected Shareholder Portal at www.sap.com/agm.

The transmission of the General Meeting of Shareholders will be performed from the Company's business premises, Hasso-Plattner-Ring 5, 69190 Walldorf. The notary retained to take the minutes of the General Meeting of Shareholders will also be present there.

The opening by the chairman as well as the speeches by the CEO will also be recorded and will be available on the Internet at the address specified above after the General Meeting of Shareholders.

6. Shareholder rights

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

Shareholders collectively holding 5% of the capital stock or at least € 500,000 in total (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 the corresponding grounds or a resolution proposal. Such requests must be made in writing (within the meaning of Section 122 (2) in conjunction with (1) sentence 1 AktG) to the Company's Executive Board and must have been received by the Company by 24.00 hrs CEST (= 22.00 hrs UTC) on April 11, 2021. The request may be sent to the following address:

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

Any additions to the agenda which require publication and were not published in the calling notice will be published in the German Federal Gazette 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 available on the Internet at www.sap.com/agm and will be communicated to the shareholders without undue delay after they have been received by the Company.

b) Shareholder motions and nominations pursuant to Section 126 (1) and Section 127 AktG

Shareholders may send the Company motions and election proposals relating to items on the agenda in accordance with Section 126 AktG and Section 127 AktG.

Such countermotions and nominations will be made available by the Company 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 (= 22.00 hrs UTC)) of April 27, 2021 at the address:

SAP SE
Investor Relations
Dietmar-Hopp-Allee 16
D-69190 Walldorf

or by fax: +49 (0)6227/7-40805

or by e-mail: investor@sap.com

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

Shareholder motions and election proposals which are to be made accessible pursuant to Section 126 AktG or Section 127 AktG are deemed to have been made at the General Meeting of Shareholders pursuant to Article 2 Section 1 (2) sentence 3 COVID-19 Act if the shareholder making the motion or submitting the election proposal is duly authorized and properly submitted their application for the General Meeting of Shareholders.

c) 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 granted the right 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 one day before the Annual General Meeting of Shareholders (Article 2 Section 1 (2) sentence 2, half sentence 2 COVID-19 Act, see also Section 2 above (Virtual General Meeting without physical presence of the shareholders or their proxies)). This means that the questions must be received no later than May 10, 2021, 24.00 hrs CEST (= 22.00 hrs UTC), 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. In your own interest, please contact your depositary 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 how the questions will be answered (Article 2 Section 1 (2) sentence 2, half sentence 1 COVID-19 Act). When answering questions the Company will only disclose the names of the persons submitting the questions if this was explicitly requested by the relevant person at the time of submission.

d) Further information

Further information on the shareholders' rights, in particular information relating to additional requirements above and beyond compliance with the relevant deadlines, is available on the Internet at www.sap.com/agm.

7. Submitting video messages for publication via the password-protected Shareholder Portal

The Executive Board, with the approval of the Supervisory Board, decided to give shareholders or their proxies (over and above the requirements of the COVID-19 Act) the opportunity to comment on the agenda via video messages. This requires, however, that the shareholders have properly submitted their application to attend as well as proof of their shareholding to the Company. The Shareholder Portal is available at www.sap.com/agm. Shareholders can find the access data for the Shareholder Portal on the voting right card.

Via the Shareholder Portal, statements relating to the agenda can be submitted as a video message no later than May 7, 2021, 24.00 hrs CEST (= 22.00 hrs UTC). Such video messages should not be longer than three minutes. They will only be permitted if a shareholder or a proxy appear in person. By submitting a video message, shareholders or their proxies declare their consent to the video message, including their names, being published on the Shareholder Portal. Details of the technical and legal requirements for submitting video messages are available via the Shareholder Portal.

The Company intends to publish any video message properly submitted prior to the General Meeting of Shareholders via the password-protected Shareholder Portal which can only be accessed by shareholders or their proxies. However, please note that there is no legal entitlement to the publication of a video message. In particular, the Company reserves the right not to publish video messages with offensive, discriminatory, criminally relevant or obviously false or misleading content, without any reference to the agenda or in other languages than German. The same applies to video messages longer than three minutes or failing to comply with the technical requirements. Only one video message will be published per shareholder.

The video messages are intended to give shareholders or their proxies an opportunity to make a statement. In contrast, the procedure described in Section 6 lit. b) and c) above applies to counter motions, election proposals and questions. Please note that counter motions, election proposals and questions contained in a video statement, but not submitted as described in Section 6 lit. b) and c) above, will not be considered.

8. Further Information regarding the votes in accordance with Table 3 Implementing Regulation (EU) 2018/1212

No resolution proposal is being made under Item 1 on the Agenda and therefore no vote is intended (for explanation, see there). Under Items 2 to 9 on the Agenda, the votes on the proposed resolution and election proposals are binding. Shareholders can vote "Yes" (in favor) or "No" (against) on all votes or abstain from voting, i.e. not participate in the vote.

9. Website offering information and publication of the invitation

This calling notice for the General Meeting of Shareholders and the information and documents to be made available pursuant to Section 124a AktG, any requests for additional agenda items within the meaning of Article 56 of the SE Regulation, Section 50 (2) SEAG and Section 122 (2) AktG and other information are available on the Internet at www.sap.com/agm.

The voting results will also be announced there after the General Meeting of Shareholders. In addition, shareholders who voted at the General Meeting of Shareholders can use the password-protected Shareholder Portal to retrieve a voting confirmation within one month of the date of the General Meeting of Shareholders in accordance with Section 129 (5) AktG.

The invitation, together with the full agenda and the resolution proposals of the Executive Board and the Supervisory Board, will be published in the German Federal Gazette and was moreover forwarded for publication to media which can be expected to publish the information across the entire European Union.

10. Total number of shares and voting rights

On the date on which the General Meeting of Shareholders is called, the Company has capital stock of € 1,228,504,232.00, which is divided into 1,228,504,232 no-par value shares each representing one vote (information in accordance with Section 49 (1) no. 1 of the German Securities Trading Act (*Wertpapierhandelsgesetz*; “**WpHG**”); this total includes the treasury shares held on the date on which the General Meeting of Shareholders is called, which do not, however, attribute any rights to the Company in accordance with Section 71b AktG).

11. Notes on data protection

The protection and the lawful treatment of your data are of utmost importance to us. In our notes on data protection, we have summarized in one place all information on the processing of personal data of our shareholders and their possible representatives. Such notes on data protection can be found at:

www.sap.com/privacy-shareholders.

Walldorf, March 2021

SAP SE

The Executive Board

GROUP HEADQUARTERS

SAP SE
Dietmar-Hopp-Allee 16
69190 Walldorf
Germany

www.sap.com