Lead Independent Director FAQ

February 24, 2022
The SAP Supervisory Board is introducing the role of Lead Independent Director.

What is the role of Lead Independent Director?
This is a member of the Supervisory Board who fulfills the strict independence criteria of proxy advisors, acts as an independent contact for investors concerning Corporate Governance topics, and has clearly defined rights and responsibilities within the Supervisory Board. With this newly created role, the Supervisory Board strengthens its alignment with international corporate governance best practice, focusing on the importance of Supervisory Board independence.

Which rights and responsibilities will the Lead Independent Director have?
The Lead Independent Director has the following rights and responsibilities:
– As a rule, membership in the Personnel and Governance Committee, the Audit and Compliance Committee, as well as the Nomination Committee.
– Has the right to participate as a guest in the meetings of the other committees of the Supervisory Board.
– Has the right to convene meetings of the Supervisory Board and set items on the agenda of the meetings.
– Is authorized to address matters relating to environmental, social and governance aspects.
– Ensures that the interests of investors and other stakeholders are taken into account in the Supervisory Board.
– Can hold discussions with shareholders and other stakeholders regarding topics that fall in the responsibility of the Supervisory Board
– Serves as an intermediary in case of disagreement between CEO and Chairperson as well as the Chairperson and other members of the Supervisory Board.
– May preside over the Annual General Meeting of shareholders if the chairperson is unable to do so.
– Has any other right and responsibility as resolved by the Supervisory Board and as mutually agreed.

Is this role permanent?
This role is intended to be filled when the Chairperson of the Supervisory Board is considered non-independent pursuant to the guidelines of major proxy advisors and/or large institutional investors.

Who will take on this role and when?
Dr. Friederike Rotsch, member of the Supervisory Board since 2018, will assume this role after the Annual General Meeting of Shareholders in May 2022.