



## **SAP SE**

### **Virtual Annual General Meeting of Shareholders**

**on May 18, 2022**

#### **Counter-Motions and Nominations to the Agenda of the SAP SE Annual General Meeting of Shareholders**

This notice sets out the shareholder counter-motions and election proposals relating to items on the agenda of the May 18, 2022, Annual General Meeting of Shareholders that are required to be made accessible by the Company.

#### **Counter-motion submitted by Mr. Andreas Bruckner of Stegaurach, Germany, to agenda item 3:**

Mr. Bruckner submitted the following counter-motion on April 7, 2022:

“Counter-motion to item 3 on the agenda:

I move that the actions of the Executive Board not be approved by the Annual General Meeting.

Reason:

SAP’s press release of March 24, 2022, entitled “SAP Continues to Stand in Solidarity with the People of Ukraine”, regarding the cessation of its cloud operations in Russia, ends with the sentence “We stand with the global community in its efforts to stop this unjust war in Ukraine and we remain committed to supporting efforts to restore peace.” This press release gives the impression that, with the exception of on-premise products, SAP no longer provides any services or support in Russia.

At almost the same time, however – according to a letter from the SAP Executive Board that was published anonymously – Russian customers were offered to migrate their data to cloud servers outside Russia, which essentially constitutes a continuation of SAP’s business relationships with Russian customers by means of a data center located outside of Russia. As alternatives, SAP offered to either extract the customers’ data or delete it.

Said letter made no mention of the points set out in the press release, and ended with the phrase “We are striving to uphold our commitments to your business during these extraordinary times and appreciate your partnership to achieve the greatest possible outcome for your business.”

The Executive Board is responsible for these contradictory, misleading, and above all, dishonest activities during Russia’s war of annihilation against Ukraine, as well as for the reckless damage to the company’s reputation (see <https://twitter.com/AnonOpsSE/status/1512057370482036742> for the social media “shitstorm” following the leak of the SAP SE letter.)”



## **Position of the Executive Board and the Supervisory Board**

We wish to respond to Mr. Bruckner's counter-motion as follows:

SAP remains steadfast in our commitment to support Ukraine. Since the start of this unjust war, SAP has implemented all international sanctions without exception and provided a wide range of humanitarian aid and technology support. We continue to believe that a coordinated inter-governmental approach, in partnership with the private sector, is the best approach to bring this war to an end.

Beyond complying with sanctions, we have also taken continued and responsible steps toward winding down our business in Russia. This started by swiftly stopping all SAP sales in Russia and Belarus, followed by the decision to shut down cloud operations located within Russia.

In providing cloud services, SAP legally acts as a data processor, which means that the customer data within our cloud-services always belongs to the customer, never to SAP. This is true for both Russia-based businesses and for multi-national companies working within Russia. With our decision to shut-down cloud operations in Russia, we are contractually obliged to provide all non-sanctioned customers legally-compliant options for how their data should be handled – these customers can choose to have their data deleted, sent to them, or migrated to cloud operations located outside of Russia. Customers with whom business is prohibited by sanctions were not given these options.

The Executive Board and Supervisory Board of SAP SE