

Temporary Amendment Agreement

between the

SE Works Council (Europe) of SAP SE

and

SAP SE

to the Employee Involvement Agreement dated 10 March 2014

The Federal Labor Court (BAG) declared the provisions for the composition of the 12-member Supervisory Board in Part II, Section 3.4 of the "Agreement on the Involvement of Employees in SAP SE" dated 10 March 2014 ("Employee Involvement Agreement") invalid by decision dated 23 March 2023 (case no. 1 ABR 43/18) with reference to the decision of the European Court of Justice (ECJ) dated 18 October 2022 (case no. C-677/20). The decision of the ECJ and the ruling of the BAG also have an impact on the elections to the 18-member Supervisory Board and its composition, regulated in Part II, Section 3.3 of the Employee Involvement Agreement.

In order to create a legally secure regulation on the nominations for the appointment of Employees' Representatives to the Supervisory Board in the upcoming Supervisory Board elections in 2023/2024 ("Upcoming Elections") that can be implemented in the short term, the Parties agree to modify the regulation in Part II, Clause 3.3 of the Employee Involvement Agreement for a limited period of time.

As a starting point, the Parties shall take the distribution of seats resulting from the employee numbers applicable under Part II, Clause 3.3.1 of the Employee Involvement Agreement and the procedure for the Upcoming Elections set out therein.

Against this background, the Parties agree on the following:

1. Right of the Trade Unions to make proposals

- 1.1. According to Part II, Clause 3.3.2 of the Employee Involvement Agreement, there is a right of nomination for the Upcoming Elections with a separate ballot for Trade Union representatives for two seats ("Union Seats").
- 1.2. To the extent that, pursuant to Part II, Clause 3.3.2, bullet point 5 of the Employee Involvement Agreement, only the Trade Unions represented in the SAP Group in Germany are entitled to submit nominations, this provision shall not apply to the Upcoming Elections. Instead, all Trade Unions represented in the SAP Group are entitled to submit election proposals for the Upcoming Elections to fill these seats to the SE Works Council (Europe).

2. Responsibility for filling Union Seats

The SE Works Council (Europe) shall be responsible for filling the Union Seats and conducting the election procedure, unless otherwise stipulated in Section 3 of this Temporary Amendment Agreement.

In this respect, the provision in Part II, Clause 3.3.2, bullet point 5 of the Employee Involvement Agreement will be modified for the Upcoming Elections, as it provides for a direct vote of only the employees with their principal place of employment in Germany. Instead, the Union Seats will be determined by the SE Works Council (Europe) in accordance with the election procedure described below.

3. Election procedure for filling the Union Seats

- 3.1. The SE Works Council (Europe) shall determine (i) the date of the initiation of the election, (ii) the end of the period within which the Trade Unions represented in the SAP Group may submit election proposals, and (iii) the date of the election (vote) in the SE Works Council (Europe) at its own discretion, but in due time so that the election is completed no later than 2 weeks before the beginning of the term of office of the Trade Union representatives. The SE Works Council (Europe) may form an election committee to organize this election, which shall also determine the details of the election procedure in accordance with this agreement.
- 3.2. The election procedure shall be initiated by joint announcement of the SE Works Council (Europe) and the Central Management in accordance with Clause 4 of this Temporary Amendment Agreement.
- 3.3. The Trade Unions represented in the SAP Group are entitled to submit election proposals. They may submit election proposals for the country or countries in which they are represented in the SAP Group.
- 3.4. In each election proposal, the proposed candidates must be listed in a recognizable order under a consecutive number and stating their surname and first name. Written consent of the candidates that they will accept the election if elected must be attached.
- 3.5. The substitute proposed for the candidate must be stated in each election proposal.
- 3.6. Each election proposal must be signed by a person authorized to represent the relevant Trade Union. This person is authorized and obliged to make and receive the declarations required for the elimination of any objections vis-à-vis the SE Works Council (Europe).
- 3.7. Candidates may only be proposed on one election proposal. This applies both to the election to fill the Union Seats as well as to the seats on the Supervisory Board that are filled by a direct election (ballot) of the employees in accordance with Part II, Clause 3.3.2 of the Employee Involvement Agreement. This applies accordingly for seats that are filled by the SE Works Council (Europe) pursuant to Part II, Clause 3.3.1 of the Employee Involvement Agreement or are filled in accordance with the national regulations of the respective countries pursuant to Part II, Clause 3.3.3 of the Employee Involvement Agreement.
- 3.8. For the respective resolutions in the SE Works Council (Europe), the requirement of a Double Majority applies pursuant to Part I, Clause 4.2.1 (d) of the Employee Involvement Agreement.

4. Announcement of the procedure for filling Union Seats

- 4.1. The SE Works Council (Europe) prepares the announcement in consultation with the Central Management. The announcement must state:
 - the number of Trade Union representatives to be elected,
 - the expected start of the term of office of the Trade Union representatives,
 - the deadline for the submission of election proposals by the Trade Unions represented in the SAP Group,
 - that the Trade Unions represented in the SAP Group are entitled to submit election proposals in the country in which they are represented,
 - that the submission of election proposals is made directly to the SE Works Council (Europe), and
 - that the Trade Union representatives are elected by the SE Works Council (Europe).
- 4.2. The Central Management shall immediately send the announcement to the HR Directors responsible for the respective countries that are within the scope of the Employee Involvement Agreement.

- 4.3. The HR Directors shall submit the announcement to the Trade Unions represented in the SAP Group in the respective country no later than 5 weeks before the deadline for the submission of election proposals. The HR Directors shall inform the Central Management and the SE Works Council (Europe) of the submission.

5. Election result

The SE Works Council (Europe) informs the Central Management, the elected Trade Union representatives and their substitute members as well as the Trade Unions that have submitted election proposals about the result of the election without delay.

6. Final provisions, term

- 6.1. The terms defined in the Employee Involvement Agreement shall have the same meaning in this Temporary Amendment Agreement.
- 6.2. Unless otherwise stipulated in this Temporary Amendment Agreement, the provisions of the Employee Involvement Agreement shall remain unaffected.
- 6.3. This Temporary Amendment Agreement shall enter into force upon signature by both Parties.
- 6.4. This Temporary Amendment Agreement applies exclusively to the election and any by-elections for Trade Union representatives on the Supervisory Board of SAP SE, whose term of office begins at the end of the annual general meeting 2024. Any subsequent application (Nachwirkung) is excluded.
- 6.5. This Temporary Amendment Agreement is subject to German law. The German version of the agreement is authoritative.

Walldorf, November 23, 2023

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