

2010 Annual General Meeting of Shareholders

Counter motions and Nominations for the SAP AG Annual General Meeting of Shareholders June 8, 2010

This notice sets out the shareholder motions and nominations for the agenda of the June 8, 2010, Annual General Meeting of Shareholders that are counter to the recommendations of the Executive Board and Supervisory Board and are required to be communicated by the Company.

Currently, one counter motion has been received:

Mr. Werner Hofmann

Item 12 on the agenda:

Resolution on a change in the remuneration of the members of the Supervisory Board and on the corresponding amendment to the Articles of Incorporation

Mr. Werner Hofmann submitted the following counter motion on May 18, 2010.

“The resolution proposes a change in the remuneration of the members of the Supervisory Board of approximately 33%. That corresponds to approximately 8.25% per year since the previous increase. Neither profits nor employees’ salaries have been increased by 8% per year, so I propose a total increase of approximately 10%, that is, approximately 2.5% per year. That should be perfectly reasonable.
Sincerely, Ing. Werner Hofmann”