

SAP AG

General Meeting of Shareholders

on May 25, 2011 at SAP Arena in Mannheim, Germany

Countermotions for the Agenda of the SAP AG Annual General Meeting of Shareholders May 25, 2011

This notice sets out shareholder motions and nominations that refer to the agenda of the May 25, 2011, Annual General Meeting of Shareholders and that the Company must publish.

Countermotions submitted by Deutsche Schutzvereinigung für Wertpapierbesitz e.V. (DSW) referring to items 3 and 4 on the agenda

DSW submitted the following countermotions on May 9, 2011:

1. Countermotion referring to item 3 on the agenda (resolution on the formal approval of the acts of the Executive Board in fiscal year 2010)

“Formal approval of the acts of the Executive Board is postponed.

Reason:

A lawsuit brought against SAP AG by U.S. competitor Oracle has been running since 2007. The background is an allegation of data theft by U.S. company TomorrowNow, which SAP acquired in January 2005. SAP had estimated its expenses for this litigation to be U.S.\$40 million and made provision in the accounts accordingly. In November 2010, a court in the United States found for Oracle and awarded damages of U.S.\$1.3 billion. Consequently, the SAP Executive Board increased the provision recognized in the 2010 accounts by €930 million.

In DSW's view, this development raises various questions, notably:

How can the Executive Board have miscalculated the outcome of the trial and the amount of damages so spectacularly? Apparently, from the beginning the risk of damages in the billions was not taken seriously. Moreover, to this day it is still not clear who in SAP's management bears responsibility for the wrongs committed by TomorrowNow. In our opinion, the information SAP has published so far does not make it clear how the Company misjudged the outcome of the trial with such serious consequences for the shareholders. If the Executive Board had shown due diligence by, for example, engaging the “right” lawyers and following a different trial strategy from the outset, the harm to SAP and its shareholders could have been avoided or substantially reduced. SAP is distributing a €0.60 per share dividend for 2010. However, the amount set aside as provision for the expense would correspond to at least a further €0.78 in dividend per share. DSW believes the acts of the Executive Board cannot be approved until these matters are cleared up conclusively and satisfactorily. With this in mind, DSW will vote that approval of the acts of the Executive Board be postponed.”

2. Countermotion referring to item 4 on the agenda (resolution on the formal approval of the acts of the members of the Supervisory Board in fiscal year 2010)

“Formal approval of the acts of the Supervisory Board is postponed.

Reason:

The SAP Supervisory Board must also address the possibility that the SAP Executive Board failed to discharge its duties by so spectacularly misjudging the Oracle litigation. The Supervisory Board should determine whether the Executive Board failed to discharge its duties and precisely where responsibility lies in such matters, and if the Executive Board is in breach, the Supervisory Board should determine whether the Company has a claim in damages against the Executive Board. These are requirements of German corporate law (decided in the ARAG case). It is not yet clear to DSW from the reports of the Supervisory Board to date whether and to what extent the SAP Supervisory Board properly discharged its duty in these respects.

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Also, from the information SAP has published so far it is open to question whether the Supervisory Board (or alternatively its Finance and Investment Committee) exercised due diligence when it considered the size of the provision made for the Oracle litigation.

In view of these unanswered questions, which still have to be resolved, DSW will also vote that approval of the acts of the Supervisory Board be postponed.

We assume that the issuer will publish the countermotions and make them available to all SAP shareholders in accordance with the German Stock Corporation Act, sections 126ff. In addition to these two countermotions we reserve the right to put further motions to the General Meeting of Shareholders."

Management position concerning the countermotions submitted by Deutsche Schutzvereinigung für Wertpapierbesitz e.V. (DSW)

The stated reasons for DSW's countermotions referring to items 3 and 4 on the agenda relate to litigation that the Company's Executive Board has been conducting since March 2007 with all diligence under the watchful and close supervision of the Supervisory Board. Notably, the Executive Board and the Supervisory Board acted with due diligence at all times in 2010 and they therefore hold to the motions they propose at items 3 and 4 on the agenda. At the Meeting, the Company's Executive Board and Supervisory Board will of course address the reasons given by DSW for its countermotions in full.