

SAP AG
c/o Computershare HV-Services AG
Prannerstraße 8
D-80333 München
Fax: +49 (0) 89/30 90 37 46 75
E-Mail: SAP-HV2011@computershare.de

Proxy Appointment and Instruction Form

for the SAP AG Annual General Meeting of Shareholders, Mannheim, Germany, May 25, 2011

Note: This form is not an alternative to regular registration for the Annual General Meeting of Shareholders. To attend the Annual General Meeting of Shareholders and vote your shares, even if you appoint a proxy, you must register for the Meeting correctly and you must submit evidence of your shareholding correctly, as described in the invitation to the Meeting. In this connection, please see the instructions in the invitation to the Meeting and on the admission ticket.

Person making this appointment (principal)

Last name(s), first name(s)*

Details of the admission ticket addressee

Last name, first name or company name*

Quantity of shares*

□	□	□	□	□	□
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Postal code or ZIP, city*

Admission ticket no. and PIN*

Country (if outside of Germany)*

* Full answers, please, in clear block letters. Please copy the required information from the admission ticket.

Appointment of third-party proxy

I/ We hereby appoint:

Last name, first name*

Residence*

as my/our proxy at the SAP AG Annual General Meeting of Shareholders on May 25, 2011.

This proxy assumes all of my/our rights at and relating to the Meeting, including the power to appoint a proxy.

* Clear block letters, please

Appointment and instruction of proxies provided by the Company

I/We appoint both Jochen Scholten and Michael Plötner as my/our several proxies at the SAP AG Annual General Meeting of Shareholders on May 25, 2011, each with the power to appoint proxies, and instruct them to vote on my/our behalf as set out below. My/Our name(s) are not to be disclosed.

Note: The proxies provided by the Company are only authorized to vote in accordance with the express instructions of the principal. They cannot accept any other instructions; for example, to propose motions, to put questions, or to make statements on behalf of the principal. If the shareholder or the shareholder's appointed proxy attends in person, the proxies provided by the Company will not exercise any rights on behalf of the shareholder.



My/Our voting instructions on management's proposed resolutions at items 2 to 8 on the agenda are as follows:

Agenda items and proposed resolutions*

	Yes	No	Abstain
2. Resolution on the appropriation of the retained earnings of fiscal year 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the formal approval of the acts of the Executive Board in fiscal year 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the formal approval of the acts of the Supervisory Board in fiscal year 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of the auditors of the financial statements and group financial statements for fiscal year 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the amendment to Section 4 of the Articles of Incorporation to reflect changes in the capital structure since the Articles of Incorporation were last amended as well as on the cancellation of Contingent Capital VI and the corresponding amendment to Section 4 of the Articles of Incorporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the authorization of the Executive Board to issue convertible and/or warrant-linked bonds, the option to exclude shareholders' subscription rights, the cancellation of Contingent Capital IV and Contingent Capital IVa, the creation of new Contingent Capital IV and the corresponding amendment to Section 4 of the Articles of Incorporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the approval of a Control and Profit Transfer Agreement between SAP AG and a subsidiary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* The exact wording of the agenda items and management's proposed resolutions will be taken from the invitation to the Annual General Meeting of Shareholders to be published in the *Elektronischer Bundesanzeiger* (Online German Federal Gazette) on April 15, 2011. Please give an instruction for each proposed resolution. To vote in favor, check Yes; to vote against, check No. If you check more than one box for any proposed resolution, that instruction will be invalid. If management amends its proposed resolution at item 2 on the agenda as given in the invitation to the Annual General Meeting of Shareholders to reflect a change in the number of shares attracting dividend, the proxy and instruction for item 2 are amended accordingly.

Date and signature(s) or other indication of completion:

Date

Signature(s) or other indication of completion for the purposes of the German Civil Code, section 126b

