

## EquatePlus - ESAP2152320

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<b>Plan Cycle Id</b>	SMP_2012
<b>Election Window Description</b>	SMP Election 2012
<b>Election End Date</b>	06.Jun.2012
<b>Submission Date</b>	04.Jun.2012 07:13:10
<b>Submitted By</b>	Mr Anand Nidamanuru

I have taken notice of the terms & conditions concerning the SAP AG Share Matching Plan 2012 ("SMP 2012") and I fully understand and accept those. If I decide to participate, I furthermore agree the following in respect to any Investment and Matching Shares, founded either by treasury shares or newly issued shares based on authorized capital, that may be delivered to me in the future under the SMP 2012:

- 1 - I agree that the purchase price for the Investment Shares as well as taxes, social security contributions and other imposts arising in connection with the purchase or issuance of Investment Shares, relating to payroll and the payment procedure that are specific to my country or to my Group Company, will be deducted from my salary via the next possible payroll run.
- 2 - I agree that tax, social security contributions, and other imposts arising in connection with the transfer of free Matching Shares or the granting of free Phantom Matching Shares, relating to payroll and the payment procedure that are specific to my country or to my Group Company, will be deducted from my salary. If my available amounts are insufficient to settle the outstanding tax and contribution liability, I will sell a sufficient number of the delivered shares in order to cover my obligations ("Sell to cover method").
- 3 - Furthermore, I accept according to Article 10 (2) SMP 2012 that salary payments may on occasion of deduction according to No. 2. above fall below the statutory monthly minimum.  
Regarding employees based in Hong Kong, due to legal provisions this Agreement shall not be implemented regarding No 1.-3. Nevertheless, this Agreement has to be accepted by employees based in Hong Kong which decided to participate in the SMP 2012 to enable a consistent administrative process.  
Regarding employees based in Japan: I have received a hard copy of the Prospectus before subscribing to SMP 2012.
- 4 - I permit SAP AG or my local Group Company to collect, process, register and transfer all personal data, which may be useful or necessary to structure and/or implement the SMP 2012.

I am aware and I agree that the plan administrator, UBS Deutschland AG, Bockenheimer Landstraße 2-4, D-60306 Frankfurt am Main, will receive from SAP AG or my participating Group Company the relevant data to provide the SMP 2012 administration.

Generally, the following categories of data may be affected:

- Personal contact data (e.g., address, phone and fax number, e-mail address);
- Employment relationship data (e.g.; employment status, expiry date, payroll-ID);
- Plan Participant data (e.g., participant local-ID, participation date);
- Tax data (e.g.; tax qualification, tax event).

The data information above will be used exclusively in my plan participant interest and in order to fulfill SMP 2012 payment procedure and administration. UBS Deutschland AG confirms that my data will only be used in accordance with the applicable German legislation.

According to the German Data Protection Law I have the right to access and rectify the personal data information held about me by SAP AG or my local Group Company and UBS Deutschland AG.

As far as Investment Shares are to be issued in the form of new shares out of an authorized capital increase due to local specifics (this refers to all participants who are located in the Netherlands, Canada, Greece, Colombia, India, Russia, South Africa, Saudi Arabia and Estonia ) I agree to the following specifics:

- 1 - The Investment Shares are granted indirectly by SAP by way of Commerzbank AG subscribing and taking over the new shares with the obligation to grant them to the participants. I hereby agree also vis-à-vis Commerzbank AG to receive the Investment Shares from Commerzbank AG against payment of the corresponding purchase price to Commerzbank AG.
- 2 - I agree that SAP or the relevant Group Company, respectively, will withhold the requisite amounts from the

salary payment and pay them to Commerzbank AG on my behalf.

3 - Once the new shares are available, the shares held as Investment Shares in the Securities Deposit Account in my favour will be replaced by new SAP shares as Investment Shares to the extent such new shares are equivalent in economic terms to the shares previously held. In relation to such replacement, I hereby grant to UBS Deutschland AG the permission to enter into legal transactions in my name with Commerzbank AG in order to replace the shares. The replacement will have no effect to the Lock-In Period pursuant to Article 13 of the Terms of the Plan.

For employees based in China: Based on legal requirements by the PRC State Administration of Foreign Exchange ("SAFE"), SAP opened and maintains a consolidated onshore foreign currency bank account with Citibank China, which bank account is specially designated for purposes of the SMP that has been registered with SAFE. I understand that all payments to me as per the SMP will first be wired into this Citibank China's account, and then wired by Citibank China to my personal bank account. I hereby consent and confirm that SAP or the relevant Group Company may provide my bank account information to Citibank China for the sole purpose of facilitating dividend and sale proceeds distribution to me under the SMP. This bank account is the same as the one my employer uses to pay my salaries. If I want to use a different bank account for this purpose (including a foreign currency bank account or an account with a different bank), I will separately provide the account information to my employer. I acknowledge that due to mandatory local regulations this is an amendment to the SMP Terms & Conditions and the Trust Agreement as provided to me.

Dear Participant,

You have chosen to participate with the following number of shares in the SAP Share Matching Plan 2012.

By clicking on the "**save**" button you confirm that you have elected the number of shares stated below.

After saving your election you can **print** out the confirmation.

Your election can be changed until the close of the election period, afterwards it cannot be reversed.

Share Offer Price (Euro)	48.23
Maximum Number of Shares to Purchase	12
Number of Shares to purchase (corrected to be a multiple of 3)	12
Your Contribution Currency	INR
Exchange Rate	69.098
Self-Investment (60%)	23994.69
Discount (40%)	15996.46
Value of Shares	39991.15

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