

## **SAP Employee Participation Plan - Granting Letter 2013**

Dear Anand,

On behalf of SAP, I am pleased to confirm that the Executive Board of SAP have exercised their discretion to approve a second tranche of awards under the SAP Employee Participation Plan (EPP).

Within this Granting Letter, I enclose personal information regarding your participation in the 2013 plan tranche of the EPP. Full details of the structure of the EPP are outlined in the plan terms and conditions, which are legally binding and govern this offer. The terms and conditions can be found via the following [link](#).

**You are being granted a target amount of EUR 660,89 for 2013 under the EPP.** This target amount is equal to 3.49 % of your gross annual base salary as of December 31, 2012 which is the percentage set by the Executive Board for the 2013 tranche. For new hires on January 01, 2013 the gross annual base salary as of January 01, 2013 is basis for the calculation.

Your target amount will be converted into a target number of Restricted Share Units (RSUs), which are the basis for calculating any payment due to you under the EPP at the end of the respective plan year. The target number of RSUs equals the target amount divided by the initial share price (EUR 59.90) as defined in the terms and conditions. **Therefore your target number of 11 RSUs is derived from the target amount.**

The actual payment, if any, that you will receive at the end of the 2013 plan year depends on SAP's final target achievement and the relevant final share price. Therefore, any actual payment can be above or below the target amount and may vary between years.

The opportunity to participate in the EPP is offered by SAP LABS INDIA PVT. LTD. and follows the decision of the Executive Board of SAP that the EPP is an appropriate incentive tool which is aligned to the current needs of the business, which may change over time.

Any income attributable to either the grant of RSUs or any payment provided under the EPP will not be considered as part of compensation for the purposes of calculating any employee benefits, such as, but not limited to, retirement plans and insurance benefits. You, as a participant are solely liable for all applicable income tax, social security and/or other charges associated with this grant and your employer may withhold from any amount due to you under the EPP any amount of income tax, social security or similar liability for which it is obliged to account to any relevant tax authority.

If you do not want to participate in the EPP you have to reject the offer prior to April 19, 2013 by using this [link](#). Unless you reject the offer prior to April 19, 2013 using the provided link, we will use the attached information to manage the transactions related to the EPP and this data will be used for no other reason. You will be deemed to agree to the transfer of your personal data including your name, address, date of birth, tax class, employee identity number, social security number and all details regarding the grant of the RSUs and any payments under the EPP to SAP AG to the extent necessary to hold in custody and administer the EPP. The data will only be used for the purposes of the EPP.

The EPP gives you the opportunity to participate financially in SAP's success. Let us realize this success together!

Kind regards

David Limb  
VP, HR Total Rewards

This granting letter shall be governed by the laws of Germany