

Granting Letter 2012
Nidamanuru, Anand
April 05, 2012

SAP Employee Participation Plan - Granting Letter 2012

Dear Anand,

On behalf of SAP, I am pleased to provide you with this information about the additional compensation for which you are eligible related to the new Employee Participation Plan. Along with this Granting Letter you receive your personal information regarding your participation in the 2012 plan tranche of the new SAP Employee Participation Plan. Further details regarding the structure of the Plan and regarding your participation are outlined in the legally binding [terms and conditions](#) document. The terms and conditions are part of this offer and can be found via the following [link](#).

You are being granted a target amount of EUR 627,24 for 2012 under the SAP Employee Participation Plan. This target amount is equal to 3,74% of your gross annual base salary as of December 31, 2011, respectively for new hires on January 1, 2012 the new gross annual base salary.

Your target amount will be converted into a target number of Restricted Share Units (RSU), which are the basis for calculating the payment at the end of the respective plan year. The target number of RSUs equals the target amount divided by the initial share price (EUR 46.01) as defined in the terms and conditions. **Therefore your target number of 14 RSUs is derived from the target amount.**

The actual payment at the end of the respective plan year depends on SAP's final target achievement and the relevant final share price. Therefore, the actual payment can be above or below the mentioned target amount.

If you do not want to participate in the Employee Participation Plan 2012 you have to reject the offer prior to 31 May 2012 by using this [link](#).

Any income attributable to either the grant or payout of the rights provided under the SAP Employee Participation Plan will not be considered as part of compensation for the purposes of calculating any other 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.

The opportunity to participate in the SAP Employee Participation Plan is a voluntary and discretionary grant of rights by SAP LABS INDIA PVT. LTD. which does not obligate SAP LABS INDIA PVT. LTD. to grant any Restricted Share Units in the future and which does not give rise to any claims to participate in similar rights in the future.

Unless you disagree, we will use the attached information to manage the transactions related to this plan and this data will be used for no other reasons. As far as you do not disagree, you agree to the transfer of your personal data such as name, address, date of birth, tax class, employee identity number, social security number including all details regarding allocation and payout of the Restricted Share Units to SAP AG to the extent necessary to implement and administer the SAP Employee Participation Plan. The data will only be used for purposes of the SAP Employee Participation Plan.

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

Kind regards

Pat Pettinati,

SVP, Global Total Rewards

This granting letter shall be governed by the laws of Germany.