Plan Cycle Id SMP\_2013

Election Window Description SMP Election 2013

Election End Date 04.Sep.2013

Submission Date 22.Aug.2013 13:34:33

Submitted By Mr Anand Nidamanuru

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I acknowledge receipt of the invitation to participate in the SAP AG Share Matching Plan 331 2013 ("SMP 2013") and I confirm that I have read and understood the terms & conditions of the SMP 2013. If I decide to participate, I furthermore agree to the following in respect to any Investment and Matching Shares (funded either by treasury shares or shares purchased by the plan administrator), that may be delivered to me in the future under the SMP 2013:

1 - I agree that the purchase price for the Investment Shares as well as all taxes, social security contributions and other liabilities arising in connection with the purchase or issuance of Investment Shares (which may be specific to my country or to my employing company), will be deducted from my salary in accordance with the terms & conditions of the SMP 2013.

2 - I agree that any taxes, social security contributions, and other liabilities arising in connection with the transfer of free Matching Shares or the payment of the equivalent value in cash, where applicable (which may be specific to my country or to my employing company), will be deducted from my salary. Where amounts payable to me are insufficient to settle any outstanding tax and contribution liability, I understand that I will receive an invoice and I confirm that I will settle any outstanding amounts accordingly.

3 - Furthermore, I accept that, pursuant to Article 10 (2) SMP 2013, in the month where my contribution to acquire Investment Shares is deducted from my salary, my remaining salary may fall below any statutory monthly minimum which may apply in my country.

4 - I authorise SAP AG or my employing company to collect, process, register and transfer worldwide all personal data, which may be useful or necessary to structure and/or implement the SMP 2013.

I understand 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 employing company the relevant data to facilitate the SMP 2013 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 order to facilitate the SMP 2013 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 correct the personal data information held about me by SAP AG or my employing company and UBS Deutschland AG.

I understand that my ability to participate in the SMP 2013, including making a contribution to acquire Investment Shares is subject to compliance with securities, regulatory and other applicable laws in my jurisdiction and my participation in the SMP 2013 is conditional upon such compliance. I acknowledge that my participation is subject to there being no other restrictions (administrative or otherwise) which would prohibit my participation in the SMP 2013 in my country.

***Information for employees in particular countries***

***For employees in China***

As required by the PRC State Administration of Foreign Exchange ("SAFE"), SAP AG opened and maintains a consolidated onshore foreign currency bank account with Citibank China. The bank account has been registered with SAFE and is specially designated for the purposes of operating the SMP 2013 in China.

I understand that all payments due to me under the SMP 2013 will first be remitted into this account, and then remitted by Citibank China to my personal bank account. I hereby consent to SAP AG or the relevant participating Group Company providing my bank account details to Citibank China for the purpose of remitting dividend and sale proceeds to me under the SMP 2013. I understand that such proceeds will be remitted to the same account into which my employer pays my regular salary. 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 provide the account details to my employer. I acknowledge that due to mandatory local regulations, this differs from the SMP Terms & Conditions and the Trust Agreement as provided to me.

***For employees in Hong Kong***

I understand that due to local legal restrictions preventing my contribution to purchase Investment Shares from being deducted from my salary, Section 1 of this Agreement shall not apply and that I agree to make the contribution from my own bank account [to the participating legal entity] for an amount equal to the total purchase price of the number of Investment Shares that I have elected to purchase. I understand that failure to send payment of the exact amount due may result in me not being permitted to participate in the SMP 2013. I also understand that I will be contacted separately about the process for making my contribution to purchase Investment Shares from my own account.

***For employees in South Africa***

I understand that in order to participate in the SMP 2013, a Tax Clearance Certificate must be issued to me before applying on the UBS Portal EquatePlus (for further details of this requirement and other required documents please contact local HR). By electing to participate, I confirm that I will provide to SAP AG or the participating Group Company, on or before the 20th of August 2013, the documentation required to allow SAP AG or the participating Group Company to apply for a Foreign Tax Clearance Certificate on my behalf. I understand that failure to provide this documentation, within the agreed timeframe, will mean that I will not be able to participate in the SMP 2013.

**Participation Agreement with UBS Deutschland AG, relating to the 2013 Share Matching Plan of SAP AG**:

A translation of this statement of participation and of the documents mentioned herein is available in the following languages (subject to modifications): German, French, Polish, Slovak, Slovene, Simplified Chinese, Danish, Dutch, Spanish and English

By participating in the Share Matching Plan by clicking on the "I accept" button (below) I enter into

* on the one hand, a contract relating to the participation in the respective plan with SAP AG or the Group company that employs me, subject to the above conditions; and
* on the other hand and simultaneously,a contract with us, i.e. UBS Deutschland AG, on the basis of our UBS Contractual Terms and Conditions (see below).

I may modify my statement of participation after its submission during the offer period using the corresponding EquatePlus functions. I can obtain further information in the documents that constitute the UBS Contractual Terms and Conditions (see below), which are available in the abovementioned languages (subject to modifications).

My employer has already sent me all the necessary contract documents by email. Furthermore, all offer documents from SAP AG or the Group company that employs me as well as the UBS Contractual Terms and Conditions of UBS Deutschland AG have been placed in my personal mailbox under "Document Library  Documents". By clicking on the link ["Document Library-Documents"](https://equityplans1.ubs.com/EquatePlusParticipant/docLibraryDocuments.htm?ENC=Exo24yPfyrufHJa52m3oM5VLrpjb8p2IcjMajKjJUw1R2iPuTJvYorVtp%2BmtDwb64VNbgkrLar7oSu2R%2BQNoaiam5rWMGI1Pdnavk%2BMczjJTWf3eaGO5UWS5Uu28GJ8i&selection=i-doc_lib_documents), I can print out or download these documents in the desired language. Once I have clicked on "I accept" and the offer period has ended, these documents will be archived in the mailbox under ["Personal Data-User Agreement"](https://equityplans1.ubs.com/EquatePlusParticipant/agreements.htm?ENC=Exo24yPfyrufHJa52m3oM5VLrpjb8p2IcjMajKjJUw1R2iPuTJvYorVtp%2BmtDwb64VNbgkrLar7oSu2R%2BQNoaiam5rWMGI1Pdnavk%2BMczjJTWf3eaGO5UWS5Uu28GJ8i&). They may be viewed there, but not modified, for the duration of my contract with UBS Deutschland AG. During this period, I may request at any time  via EquatePlus or by contacting the Call Center  that the UBS Contractual Terms and Conditions be sent to me by post.

**Your acknowledgement of the UBS Contractual Terms and Conditions with UBS Deutschland AG:**

I acknowledge that all services of UBS Deutschland AG relating to my participation in the Share Matching Plan shall be provided exclusively in accordance with the following contractual provisions (if necessary, in conjunction with the conditions of the respective plan):

• Trust and Custody Agreement with UBS Deutschland AG  
• General Terms and Conditions of UBS Deutschland AG  
• Order Execution Guidelines  
• Special conditions for securities transactions  
• Principles governing the safeguarding of customers' interests  
• General Information for Customers  
• Important Information for Plan Participants on Remote Banking Transactions with UBS Deutschland AG

(collectively, the "UBS Contractual Terms and Conditions) and that a contract will be concluded between me and UBS Deutschland AG in relation to my participation in the relevant Share Matching Plan on the basis of the UBS Contractual Terms and Conditions once I have clicked on the "I accept" button below. By clicking on "I accept" below, I acknowledge, furthermore, that I have read and understood the abovementioned UBS Contractual Conditions and this Participation Agreement, and confirm my agreement with them.

Dear Participant,

You have chosen to participate with the following number of shares in the SAP Share Matching Plan 2013

By clicking on the **"save"** button you confirm that you have elected the number of shares stated below. Your election can be changed until the close of the election period (September 4, 7:59 p.m. CET), afterwards it cannot be reversed.

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| --- | --- |
| Share Offer Price (Euro) | 56.2 |
| 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%) | 27959.81 |
| Discount (40%) | 18639.87 |
| Value of Shares | 46599.69 |

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