

Corporate Governance Statement Pursuant to Sections 315d and 289f of the German Commercial Code

Sound corporate governance is a basic tenet of responsible management at SAP. As a global company with an international shareholder base, we attach particular importance to managing and controlling the Company accountably and transparently to secure long-term value. We believe that our shareholders, business partners, employees, and the financial markets reward good corporate governance with the increased trust they place in our Company. This Statement presents the basic facts of corporate governance at the SAP Group in accordance with the German Commercial Code, section 315d in connection with section 289f, and the German Corporate Governance Code (GCGC, or "Code").

Corporate Governance Principles at SAP

General Information About the Company

SAP is an international software firm with European roots, having the legal form of a European company (Societas Europaea, or SE). Being an SE headquartered in Walldorf, Germany, we are subject to European and German law for SEs in addition to German stock corporation law. SAP SE maintains a two-tier governance structure comprised of an Executive Board which manages the Company, and a Supervisory Board which advises and monitors the Executive Board. In addition, the principle of parity for workforce representatives applies to the Supervisory Board. This principle is stipulated in the SAP SE Employee Involvement Agreement, which governs the participation of SAP's European employees in the corporate governance of SAP SE. The SAP SE Employee Involvement Agreement is published on SAP's Web site at <https://www.sap.com/investors/en/governance.html>.

Corporate Governance According to German and U.S. Rules

Because SAP SE is listed on a German stock exchange, our corporate governance is based not only on the applicable laws and our articles of incorporation which are published on SAP's Web site at <https://www.sap.com/investors/en/governance.html>, but also on the Code.

Since SAP is also listed in the United States, we are also subject to the rules that apply to non-U.S. companies listed on the New York Stock Exchange (NYSE). These include the requirements, as they apply to foreign private issuers, of the NYSE Corporate Governance Standards, the U.S. Sarbanes-Oxley Act of 2002, and the U.S. Securities and Exchange Commission (SEC). Besides implementing the requirements of the Sarbanes-Oxley Act, section 404, and other Sarbanes-Oxley Act requirements, including conducting an annual audit of our internal control over financial reporting, we comply with the corporate governance standards of the NYSE Listed Company Manual, section 303A, which bind foreign private issuers. The section 303A standards that apply to SAP include the requirement to have an audit committee composed of members who are independent, subject to applicable home country exemptions.

Declaration Pursuant to the German Stock Corporation Act, Section 161

It is a requirement of the German Stock Corporation Act, section 161, that the executive board and supervisory board of a European Company (*Societas Europaea*, SE) listed in Germany issue not less frequently than annually a declaration stating the extent to which their company has followed and intends in the future to follow the recommendations in the Code. The Executive Board and Supervisory Board of SAP SE published the following declaration of compliance in October 2023.

Declaration by the Executive Board and the Supervisory Board of SAP SE pursuant to section 161 of the German Stock Corporation Act (*Aktiengesetz*) on compliance with the German Corporate Governance Code

Pursuant to section 161 of the German Stock Corporation Act, the Executive Board and the Supervisory Board of SAP SE (SAP) declare as follows:

Since the last Declaration of Compliance of October 2022, SAP has complied with the recommendations set out in the German Corporate Governance Code (the "Code") as amended on April 28, 2022 (published in the Federal Gazette (*Bundesanzeiger*) on June 27, 2022) with the below exceptions.

In the future, SAP will comply with the recommendations set out in the Code as amended on April 28, 2022 (published in the Federal Gazette (*Bundesanzeiger*) on June 27, 2022), with the following exceptions:

Subsequent change to the target values for the Executive Board's variable compensation (Deviation from recommendation G.8 of the Code)

As Executive and Supervisory Board of SAP SE already declared in September 2023 in the Update of the 2022 Declaration of Compliance, the Supervisory Board of SAP SE resolved to exclude the expenses related to compliance matters currently under investigation by the U.S. Department of Justice, the U.S. Securities and Exchange Commission, and other authorities in various countries, from the variable Executive Board compensation for the fiscal years 2023 and 2024. To this end, it decided to apply the non-IFRS definition used for SAP's external reporting, pursuant to which expenses associated with regulatory compliance matters are eliminated, to Executive Board compensation for this period. Specifically, this concerns the calculation of target value achievement for the performance criteria "operating margin growth" and "operating profit" of the short-term and long-term variable compensation (STI and LTI).

This temporary adjustment will safeguard the business performance focus of the compensation for the Executive Board members in office. At the same time, it will ensure that their current compensation is not affected by conduct that took place in prior performance periods. This recognizes the fact that the compliance matters in question stem almost exclusively from events in the past when none of the current Executive Board members were in office. In addition, the Supervisory Board believes that the current Executive Board has significantly improved, expanded, and made the Company's compliance efforts much more effective to prevent comparable cases from occurring again in the future. Lastly, the adjustment will uphold the equal treatment of Executive Board members and employees regarding their compensation parameters.

Disbursement of remaining variable remuneration components if an Executive Board member's service contract is terminated (Precautionary declaration of non-conformity with recommendation G.12 of the Code)

The service contracts for Executive Board members and the remuneration system in place for the Executive Board of SAP provide that in the event of a premature termination of the service contract for Executive Board members due to a change of control (as defined in the service contract for Executive Board members) the tranches already granted under the respective SAP Long-Term Incentive will be disbursed without undue delay. The disbursement will be made pro rata temporis in the proportion which the actual term that was shortened due to the change of control bears to the four-year-term of a tranche plus 50% of the portion which would be forfeited if pro rata temporis aspects alone were considered. In view of the above, we declare, by way of precaution, non-conformity with the recommendation set out in section G.12 of the Code. The reason for the provision described above is that a change of control regularly entails changes within a company that let it appear unjustified to make the disbursement amount from long-term variable remuneration components dependent on the performance of the company and its share price after the change of control. In addition, SAP is convinced that the intended linkage of the remuneration to sustainable and long-term development is not lost due to this provision since the Executive Board members, during their term of service, cannot expect a change of control to later occur.

Walldorf, October 2023

For the Executive Board

Christian Klein

For the Executive Board

Dominik Asam

For the Supervisory Board

Prof. Dr. h. c. Hasso Plattner

Executive Board

The Executive Board, which has seven members at the time of issuance of this Corporate Governance Statement, bears sole responsibility for the management of the Company. It has a duty to exercise its management powers in the interest of the Company and in pursuit of the sustained growth of corporate value. It closely cooperates with the Supervisory Board for the benefit of the Company and is responsible for developing SAP's strategy in close consultation with the Supervisory Board, and for implementing it. In addition, the Executive Board ensures compliance throughout the Group with the requirements of the law, the articles of incorporation and our internal global policies, and maintains an adequate and effective internal control system and risk management system, which also comprise a compliance management system geared to the Company's risk situation.

Composition of the Executive Board

General

The members of the Executive Board are appointed and removed by the Supervisory Board. In accordance with the recommendation in the Code, the SAP Supervisory Board limits the first term of office of Executive Board members to three years. In addition, the Supervisory Board decided to likewise limit the term of office of reappointments to three years in general. SAP SE's articles of incorporation require that the Executive Board have at least two members. The Supervisory Board may determine a higher number of members of the Executive Board and approves the Executive Board's election of the chief executive officer(s) (CEO(s)).

Current Composition

Information about the current composition of the Executive Board of SAP SE and the allocation of portfolios of responsibility is available on SAP's Web site at <https://www.sap.com/investors/en/governance/executive-board.html> as well as in SAP's Integrated Report for the relevant fiscal year. On SAP's Web site, we also publish, *inter alia*, biographies of the Executive Board members, information about their task-specific qualifications, as well as when their current terms of office will expire.

Side Activities

Information about memberships of the Executive Board members on supervisory boards and comparable supervisory bodies outside the SAP Group is available on SAP's Web site at <https://www.sap.com/investors/en/governance/executive-board.html>. The Executive Board members assume any side activities, especially Group-external supervisory board mandates, only with the consent of the SAP Supervisory Board's Personnel and Governance Committee. In accordance with the recommendation of the Code, no Executive Board member has more than two mandates in supervisory boards or comparable supervisory bodies in Group-external publicly listed companies or chairs the supervisory board of a Group-external publicly listed company. Furthermore, the SAP Supervisory Board's stipulation is also complied with, pursuant to which no member of the Executive Board may assume more than one mandate in a supervisory board or comparable supervisory body in a Group-external publicly listed company.

Succession Planning

When appointing Executive Board members, the Supervisory Board strives for the best possible composition for the Company that is diverse in nature and mutually complementary. Key criteria for selecting suitable candidates for the long-term succession planning are professional and personal skills for the allocable area of responsibility, as well as leadership skills, previous achievements, and industry knowledge. In connection with the long-term succession planning, the Supervisory Board regularly deals with highly qualified executives who serve as potential candidates for Executive Board

positions. The Company applies a proven methodology to promote particularly qualified executives, based on which the Supervisory Board screens candidates for the long-term succession planning.

Diversity

Furthermore, the Supervisory Board places great value on diversity in the composition of the Executive Board, particularly with regard to gender, educational and professional background, nationality, and age. The Supervisory Board especially aims for an appropriate representation of women on the Executive Board. In this context, the Executive Board of SAP SE is required by law to include at least one woman and at least one man if it consists of more than three persons. In addition, the Supervisory Board has set the target that the SAP SE Executive Board must comprise as a rule at least two women and two men. The statutory quota, as well as the more ambitious target set by the Supervisory Board, are both met, with the current Executive Board comprising two female Executive Board members.

To foster diversity in the composition of the Executive Board, the Supervisory Board also adopted a Diversity Policy (*Diversitätskonzept*) which provides that, in relation to its composition, the aspects of gender, educational and professional background, internationality, and age be taken into account in the following manner:

- To ensure that women are represented appropriately, the Supervisory Board determined the above-mentioned target of, as a rule, at least two women and at least two men on the Executive Board, which is more ambitious than the statutory quota.
- With regard to the educational and professional background, Executive Board members should be selected based on the competencies generally required on the Executive Board of SAP SE, and those required specifically for the Board area in question, in relation to general management and corporate governance, strategy development and implementation, research and development in IT and software products, finance and accounting, sales, services, marketing and HR. Such competencies do not have to be acquired by university studies or any other professional formation but may also have been acquired by a different route, either within or outside SAP. In this context, the provisions of the SAP SE Employee Involvement Agreement also have to be complied with, which provide that one member of the Executive Board is responsible for labor and social affairs.
- To ensure an international composition of the Executive Board, it should comprise an appropriate number of members who do not originate from Germany, and who represent regions or cultural areas in which SAP does substantial business or operates locations. An appropriate number is one that reflects the size and composition of the Executive Board and must be adjusted accordingly as requirements change.
- In general, the Executive Board should have a mixed age structure, with a regular age limit of 65 years applying across the entire Executive Board. In addition to that, no concrete targets relating to the age of individual or all members of the Executive Board were determined, as this would unduly limit the Supervisory Board's discretion to select suitable Executive Board members.

The Diversity Policy for the Executive Board is implemented by the Supervisory Board's and the General and Compensation Committee's appropriately taking into account the aspects set forth in the Diversity Policy when recruiting and selecting suitable candidates for membership in the Executive Board.

In fiscal year 2023, the Diversity Policy was applied in connection with the appointment of Executive Board member Gina Vargiu-Breuer effective February 1, 2024. She is qualified to lead the Board area Human Resources by virtue of her distinguished professional expertise and the management roles previously held by her at the global human resources organization of Siemens Energy. Moreover, her appointment took account of the objective that women be appropriately represented on the Board. In addition, her appointment enhances the Executive Board's international composition, since she has international experience due to her German as well as Italian roots and her professional activities in Asia, the United Arab Emirates, and the United States of America.

How the Executive Board Works

Overall Responsibility and Portfolios

Without prejudice to the overall responsibility of the Executive Board, the individual members have sole responsibility for managing the respective portfolios assigned to them. The individual Executive Board members have portfolios of responsibilities reflecting the rules of procedure and the schedule of portfolios unanimously adopted by the Executive Board in accordance with the articles of incorporation and which are subject to Supervisory Board approval. The Executive Board's rules of procedure are published on SAP's Web site at <https://www.sap.com/investors/en/governance.html>.

Regardless of their individual portfolio responsibilities, all members of the Executive Board remain fully informed at all times about developments critical to the progress of the Company's business, so that they are always in a position to avert impending harm and implement desirable improvements or expedient changes, for example by convening a meeting of the Executive Board or by informing the CEO.

All decisions of material or fundamental significance are to be made by the full Executive Board. The same applies to all other matters for which the full Executive Board is collectively responsible pursuant to binding provisions of the law, our articles of incorporation, or the Executive Board's rules of procedure. The Executive Board's rules of procedure list categories of decisions that can only be taken by the full Executive Board. These particularly include those transactions requiring the Supervisory Board's approval under the Company's articles of incorporation or under the list of transactions requiring consent determined by the Supervisory Board. The Executive Board's rules of procedure and schedule of portfolios describe Executive Board collaboration in more detail.

Adoption of Resolutions

Executive Board decisions are generally made at the regular meetings. The Executive Board's rules of procedure provide that a meeting must take place at least once every quarter at which members attend in person and which should deliberate chiefly on matters of strategy. Dates and agendas for Executive Board meetings are set by the CEO. An Executive Board meeting is competent to make decisions only if all members have been invited and at least half of the members participate in the resolution. Executive Board resolutions are made with a simple majority of the votes cast unless provided otherwise in the law or the articles of incorporation of SAP SE.

Tasks of the CEO

Pursuant to the Executive Board's rules of procedure, the CEO represents the Company vis-à-vis third parties. Furthermore, the CEO coordinates the operations relating to the Executive Board members' portfolios with the Company's overall goals and plans. The CEO also represents the Executive Board in dealings with the Supervisory Board. He or she must obtain the Supervisory Board's consent in cases where the law, the articles of incorporation, or a resolution of the Supervisory Board so require, and regularly provides to the Supervisory Board full and timely reports on strategy (including the sustainability strategy) and the status of its implementation, business planning, profitability, and all aspects of business performance which are material for the SAP Group, including any deviations of actual business performance from plan, as well as on current risks, risk management, and corporate compliance. In doing so, the CEO describes and explains in detail any deviations of business performance from previously established plans and targets.

Conflicts of Interests

Each member of the Executive Board must disclose every conflict of interests to the Supervisory Board's chairperson and the CEO without delay and must inform the other members that he or she has done so. Depending on the nature, duration, and severity of an emerging conflict of interests, the affected Executive Board member will abstain from voting in a related casting of votes, or not

participate in a related discussion in the Executive Board, and responsibility for the related topic will be shared with, or shifted to, other Executive Board members.

Furthermore, material transactions between the Company and members of the Executive Board or persons closely associated with them require the approval of the General and Compensation Committee of the Supervisory Board. Material transactions between SAP and members of the Executive Board as well as their related parties are disclosed in SAP's Integrated Report for the relevant fiscal year.

Instruments of Business Management

Internal Control System and Risk Management System

As a global company, SAP is exposed to a broad range of risks across our business operations. Consequently, our Executive Board has established comprehensive structures of an internal control system and risk management system, as well as the internal monitoring of these systems, that enable it to identify and analyze risks early and take appropriate action. Our risk management and internal control systems are designed to identify potential events that could negatively impact the Company, and also include a compliance management system geared to the Company's risk situation (see the next paragraph for more details). They are also intended to provide sufficient assurance regarding the operating effectiveness of our internal controls over our financial reporting, including our non-financial reporting. For more information about our internal control system and risk management system, see SAP's Integrated Report for the relevant fiscal year.

Compliance Management System

SAP's top priority is to comply with the requirements of the law and to do business with integrity. That applies not only to the management of the Company by the Executive Board of SAP SE, but also to management activity at all other levels in our Group, and to every employee.

To this end, the Executive Board put in place a revised and updated version of the Global Code of Ethics and Business Conduct ("CoEBC") which was rolled out across the Company, and is published on the SAP Web site at <https://www.sap.com/corporate-en/investors/governance>.

It provides, in a single document, the primary ethical and legal framework for a variety of areas relevant to the Company's business worldwide. The CoEBC also refers to the respective SAP global policies for detailed guidance on select topics. The CoEBC is available in 22 languages and is regularly updated.

Annually, employees complete a certification process to renew their commitment to the CoEBC. The principles set by SAP in the CoEBC are binding on the Executive Board and all employees in every country and represent the standard for all our dealings involving customers, partners, competitors, suppliers, and colleagues. Its principles are observed by members of the Supervisory Board wherever applicable.

SAP's Office of Ethics and Compliance (OEC) monitors compliance with the CoEBC in collaboration with the respective content owners across the business. The CoEBC is managed by the OEC's Global Policy Coordination Office, which serves to strengthen and oversee policy management at SAP. The mandate of the Global Policy Coordination Office includes ownership of a uniform process for the creation and management of all SAP policies as well as binding minimum requirements for these governance documents which apply to both global and local policies.

SAP has a robust learning program for employees that includes ethical standards. The OEC and other compliance learning owners deliver mandatory compliance training courses for employees that are designed and assigned based on risks and target audiences. The training materials are updated to address risks that are identified through periodic assessment, audits, investigations, and changes of

policy and law. SAP also provides leadership ethics training to top management, including compliance sessions that are delivered to senior executives and the Board.

SAP expressly encourages employees to openly address any cases of doubt or suspicion of improper behavior in the business environment and to seek help or guidance in this regard. All employees are informed about whom to turn to in such cases. For this purpose, SAP implemented a global whistleblowing system – Speak Out at SAP – which also allows anonymous reports. SAP employees as well as third parties can report potential compliance incidents through this reporting channel in writing or by telephone. Employees can also report potential incidents to their managers, the local compliance officers, or the OEC.

For more information about our compliance management system, see SAP's Integrated Report for the relevant fiscal year.

Sustainability, Including Employee Matters and Diversity

Sustainability is a governing principle of, and firmly embedded in, our corporate strategy which is implemented by the entire Executive Board. Non-financial targets are also firmly anchored in our business planning and the compensation system for the Executive Board. The Executive Board's corporate governance therefore is aimed at reaching financial as well as non-financial targets by using two key levers:

- Providing products and services that meet the sustainability challenges and opportunities of our customers (enabler)
- Leading by example in our own sustainable business operations and practices (exemplar)

As the non-financial targets are of great strategic significance for the development and sale of SAP's products as well as for SAP's internal business processes, the sponsorship for sustainability on the Executive Board lies with the Chief Executive Officer. The chief strategy officer, who reports to the CEO, is responsible for the Sustainability Unit which comprises not only the SAP Group's sustainability performance, but also the development, marketing, and distribution of sustainability solutions. The chief sustainability officer is responsible for the sustainability performance within the SAP Group. For more information about the organization of this area, see the "Sustainability Management" section in SAP's Integrated Report.

In the Integrated Report, SAP focuses on the economic, social, and environmental topics which SAP has identified as material for itself. For more information about the materiality analysis, our dialogue about these topics with stakeholders, our sustainability management, and other fundamentals of our non-financial reporting, see the section "Further Information on Economic, Environmental and Social Performance" in SAP's Integrated Report. The non-financial topics which SAP focuses on include in particular information security and data protection, ethical business conduct and compliance (for further information on this topic, see the preceding section), fairness and inclusion at the workplace, health and safety at work, climate change and air quality, corporate governance, talent development, as well as employee engagement.

Within the framework of the personnel strategy, we have developed global policies applicable across the entire SAP Group to meet the non-financial targets relating to employees, including diversity. In particular, when filling executive positions within the Company, the Executive Board takes diversity into account and particularly aims for women to be appropriately represented. The targets for the quota of women at the two management levels below the Executive Board by June 30, 2027, have been set to 30% at the first management level and 25% at the second management level. Assuming that, by June 30, 2027, the first management level will comprise in total 30 persons, and the second management level 196 persons, these targets correspond to a quota of nine women at the first management level and 49 women at the second management level.

In addition to the above, SAP has voluntarily set itself a target of increasing the percentage of women also at the third management level below the Executive Board to 25% by the end of 2027. On December 31, 2023, this share stood at approximately 22.1%.

Executive Board Compensation, and Securities Transactions

The compensation system for the Executive Board members complies with legal provisions and the recommendations of the Code, to the extent that no exceptions from the recommendations were disclosed in the most recent Declaration of Compliance. The same is true for SAP's manner of reporting on the Executive Board's compensation. The compensation system for the members of the Executive Board was presented to SAP SE's Annual General Meeting of Shareholders for approval most recently on May 11, 2023, and accepted by 92.80% of the valid votes cast. The compensation system for the Executive Board members as well as the resolution of the Annual General Meeting of Shareholders on its approval are contained in the invitation to SAP SE's Annual General Meeting of Shareholders held on May 11, 2023, which is published on SAP's Web site at <https://www.sap.com/investors/en/calendar/agm.html>. The compensation system is also described in a separate document available on SAP's Web site at <https://www.sap.com/investors/en/governance.html>.

SAP reports on the Executive Board members' compensation during the preceding fiscal year in the Compensation Report, which – together with the auditor's opinion – is publicly available on SAP's Web site at <https://www.sap.com/investors/en/governance.html>.

The Executive Board members are obliged to inform the public about any transactions carried out by them or by persons closely associated with them involving SAP shares or other securities issued by SAP SE. Information about such transactions is publicly available on SAP's Web site at <https://www.sap.com/investors/en/governance/managers-transactions.html>.

Supervisory Board

Composition of the Supervisory Board

General

The size and composition of the Supervisory Board are governed by the articles of incorporation and by the SAP SE Employee Involvement Agreement. Both of these documents are published on SAP's Web site at <https://www.sap.com/investors/en/governance.html>. The Supervisory Board of SAP SE currently has 18 members comprising equal numbers of representatives of the shareholders and the employees. According to the articles of incorporation, both the shareholders' representatives and the employees' representatives are elected or appointed for a term of up to five years. In addition, the Supervisory Board has voluntarily set the maximum time period for a term of office of shareholders' representatives to four years. Reappointments are permissible.

Current Composition

Information about the members of the Supervisory Board is published on SAP's Web site at <https://www.sap.com/investors/en/governance/supervisory-board.html> as well as in the SAP Integrated Report for the relevant fiscal year. There you will also find information about the memberships of Supervisory Board members in other supervisory boards and comparable supervisory bodies. On SAP's Web site, we also publish biographies of the Supervisory Board members, as well as information regarding their professions, length of service on the Supervisory Board of SAP SE, and the expiry of their current term of office.

Objectives for Composition, and Independence of Shareholder Representatives

Based on the recommendations in the Code, the Supervisory Board has defined the following objectives for its own composition as a general guideline, from which it may deviate in individual circumstances while providing the underlying rationale:

- There should never be fewer than three persons on the shareholder representatives' side of the Supervisory Board who have international experience due to their origin or occupation.
- No employee, consultant, or director of a significant SAP competitor should be a Supervisory Board member.
- At least five shareholder representatives on the Supervisory Board should be independent members in the meaning of the Code.
- No member of the Supervisory Board should be older than 75 years.
- Length of service on the Supervisory Board should generally be limited to a period of 12 years.

When preparing its proposals to the Annual General Meeting of Shareholders for the election to the Supervisory Board, the Supervisory Board takes into account the objectives it has set for its own composition as described above. It believes that, as a whole, it fulfills all of these objectives:

The four Supervisory Board members Punit Renjen, Aicha Evans, Jennifer Li, and Qi Lu have international experience due to their non-German origin as well as their professional activities outside of Germany. Furthermore, Dr. Gunnar Wiedenfels also has international experience due to his professional activity as Chief Financial Officer of Warner Bros. Discovery, Inc., New York, United States. As such, the Supervisory Board has met its own target of having at least three members on the shareholder representatives' side with international experience due to their origin or occupation.

Pursuant to the objectives the Supervisory Board has set for its own composition, no Supervisory Board member is an employee, consultant, or director of an SAP competitor.

The regular age limit of 75 years set by the Supervisory Board is met, except in the case of the Supervisory Board's chairperson.

The objective to generally limit length of service to 12 years, which the Supervisory Board introduced in October 2021, is met as well, except in the case of Hasso Plattner, as he has served on the Supervisory Board already since 2003.

The Supervisory Board determines once a year whether it has an appropriate number of independent members. Such determination was made most recently by the Supervisory Board at its meeting on October 26, 2023. It concluded there that all of its shareholder representative members serving on the Supervisory Board in fiscal year 2023 (that is, Hasso Plattner, Punit Renjen, Aicha Evans, Gesche Joost (until her resignation as of the close of the General Meeting of Shareholders in 2023), Jennifer Li, Qi Lu, Gerhard Oswald, Friederike Rotsch, Rouven Westphal, and Gunnar Wiedenfels), and thus more than half of the shareholders' representatives in accordance with the Code, are or were independent in the meaning of the Code during their service on the Supervisory Board in fiscal year 2023. Thus, the Supervisory Board at the same time meets its objective of at least five independent shareholders' representatives, as well as the recommendation of the Code that the chairpersons of the Supervisory Board, the Audit and Compliance Committee, and the committee in charge of the executive board members' compensation be independent from the company and its executive board.

Furthermore, at the above-mentioned meeting, the shareholder representative members determined that, in their assessment and also taking SAP SE's ownership structure into account, five shareholder representative members (and thus more than half of them) constitute a suitable number of independent members among the shareholders' representatives. At the same time, they determined that, also taking into account the ownership structure of SAP SE, the Supervisory Board's shareholder representative side comprises an appropriate number of independent members in the meaning of the Code.

The independence assessment of the Supervisory Board's shareholder representative side was based on the standards and criteria of independence of the Code. Pursuant to the Code, Supervisory Board members are deemed independent if they are independent not only from the company but also from its executive board and any controlling shareholder, defined as a shareholder holding more than 10% of the voting rights. SAP SE does not have a controlling shareholder within the meaning of the Code. For this reason, only the shareholder representatives' personal and business dealings with the Company and the Executive Board were assessed. The assessment was based on the information that the Supervisory Board and Executive Board members provide every year in connection with the annual report on form 20-F of the SEC, as well as on the transactions conducted between the shareholder representatives and persons closely related to them on the one side, and SAP Group companies on the other side, during fiscal year 2022 and fiscal year 2023 until the date of the Supervisory Board meeting on October 26, 2023. In the assessment, the potential indicators against independence listed by the Code were taken into consideration, in particular, a term of office on the Supervisory Board of more than 12 years, as well as having, directly or indirectly as a shareholder or in a leading position at a non-SAP entity, a material business relationship with an SAP Group company as customer, supplier, lender, or advisor. The assessment did not result in any evidence that any of the shareholder representatives' personal or business dealings with the Company or the Executive Board might cause a substantial and not merely temporary conflict of interest.

Hasso Plattner has served on the Supervisory Board of SAP SE for more than 12 years. As such, his tenure exceeds the length of service on the Supervisory Board specified in the Code as an indicator for a lack of independence. Nonetheless, the shareholder representatives came to the conclusion that he continues to be independent, for the following reasons:

- Hasso Plattner is not financially dependent on his membership of the Supervisory Board of SAP SE.
- Most of the present members of the Executive Board have served for fewer than five years. At approximately five years, Christian Klein is the longest-serving Executive Board member. As such, there are no grounds to assume that working together over an extended period has given rise to any dependency between the Executive Board members and Hasso Plattner as Supervisory Board chairperson.
- Hasso Plattner shows none of the negative aspects widely associated with long tenure.
- Moreover, the fact that Supervisory Board chairperson Hasso Plattner owns a substantial stake in SAP (of approximately 6%) suggests that he has sufficient incentive to maintain a critical and unbiased view of the matters the Supervisory Board is responsible for scrutinizing.
- This is consistent with the approach SAP took prior to the amendment of the Code which came into effect on March 20, 2020: When assessing independence, the assumption was that the length of Supervisory Board service did not, by itself, prevent a member from qualifying as independent.

Role of Lead Independent Director

In case the chairperson is not considered as independent pursuant to the guidelines of major proxy advisors and/or large institutional investors, the Supervisory Board of SAP SE may appoint a lead independent director (LID) from among its members who fulfill such independence criteria. The LID shall, as a rule, be a member of the Audit and Compliance Committee, the Personnel and Governance Committee, and the Nomination Committee. In addition, he or she has the right to participate as a guest in the meetings of the other committees of the Supervisory Board. The LID also has the right to convene meetings of the Supervisory Board, put items on the agenda of Supervisory Board meetings, and address matters relating to environmental, social, and governance topics. The LID shall ensure that the interests of investors and other stakeholders are taken into account by the Supervisory Board, and be available for discussions with shareholders and other stakeholders regarding all topics that fall in the responsibility of the Supervisory Board. For more information, see the Supervisory Board's Rules of Procedure, which are published on SAP's Web site at <https://www.sap.com/investors/en/governance.html>.

Hasso Plattner is not considered as independent pursuant to the guidelines of major proxy advisors and large institutional investors due to his long tenure on the SAP Supervisory Board. For this reason, the Supervisory Board appointed Friederike Rotsch as LID, as she meets such independence criteria. She also chairs the Personnel and Governance Committee and is a member of the Nomination Committee and the Audit and Compliance Committee. For more information about the LID's activities in fiscal year 2023, see the Supervisory Board's report which is included in SAP's Integrated Report for 2023.

Profile of Skills and Expertise

Furthermore, the Supervisory Board adopted a Profile of Skills and Expertise (*Kompetenzprofil*), which is available on the SAP Web site at <https://www.sap.com/investors/en/governance/supervisory-board.html>. This profile comprises the general personal requirements applicable to each Supervisory Board member as well as the Company-specific and professional requirements to be fulfilled by the Supervisory Board as a whole in order to properly perform its duties in our capital-markets oriented, globally active IT company. This means that the Company-specific and professional requirements stated in the Profile of Skills and Expertise do not have to be met by each member of the Supervisory Board individually, but that it is sufficient if the knowledge, skills, and professional experience contributed by each of the Supervisory Board members combine to cover the totality of the Company-specific and professional requirements stated in the Profile of Skills and Expertise.

These requirements include, among others, experience and expertise in research and development in the software and IT sector, knowledge of structured innovation processes, substantial experience in the software and IT sector, knowledge of international markets, customers and competitors, product expertise, and consumer market experience. The Supervisory Board as a whole should also have experience and expertise in accounting and auditing, including sustainability reporting and auditing, business planning, corporate finance and capital markets, business processes and business process optimization, business strategy development and implementation, change management and M&A processes, international personnel planning and management (particularly in the area of executives), supervisory and committee work, management of large organizations, Company-internal organization and processes, corporate governance, and crisis management, as well as sustainable management and environmental, social and governance matters (ESG), particularly corporate social responsibility (CSR).

When preparing its proposals to the General Meeting of Shareholders for the election to the Supervisory Board, the Supervisory Board not only takes into account the objectives described in the preceding section which it has set for its own composition, but it also aims at fulfilling the Profile of Skills and Expertise for the entire body. The Supervisory Board of SAP SE believes that, as a whole, it fulfills all of the requirements in the Profile of Skills and Expertise: The Supervisory Board members as a group possess the knowledge, ability, and expert experience required to properly perform their duties. Not only are they familiar in their entirety with the IT sector, they also have extensive knowledge in various professional areas and many years of international experience, and thus bring a broad range of skills and experience to their Supervisory Board roles.

Qualification Matrix

The Supervisory Board's assessment of the status of implementation of the Profile of Skills and Expertise by its members is summarized in a qualification matrix which was resolved by the Supervisory Board and is attached to this Corporate Governance Statement as an **appendix**.

Financial Expertise

Pursuant to the German Stock Corporation Act, at least one member of the supervisory board must have expertise in the area of accounting, and at least one additional member of the supervisory board must have expertise in the area of auditing. Pursuant to the Code, expertise in the area of accounting means distinct knowledge of and experience in applying accounting principles and internal control and risk management systems, and expertise in the area of auditing means distinct knowledge of and

experience in auditing. In addition, pursuant to the Code, accounting and auditing also include sustainability reporting and auditing. Furthermore, according to the Code, the chairperson of the audit committee should have such expertise in at least one of the two areas. Pursuant to the Code, the audit committee chairperson should also be independent from the company and its executive board as well as a controlling shareholder. In addition, the audit committee chairperson should not at the same time chair the entire supervisory board. Furthermore, due to SAP's stock exchange listing in the United States, SAP must also meet the requirements of the Sarbanes-Oxley Act, according to which the audit committee must comprise at least one financial expert (*Audit Committee Financial Expert*).

These requirements are met, because with Jennifer Li and Gunnar Wiedenfels, the chairperson and one additional member of the Audit and Compliance Committee have proven expertise in the areas of accounting and auditing, including sustainability reporting and auditing. Jennifer Li's expertise is based on her previous activity as long-standing CFO of Baidu Inc., a company listed on NASDAQ, as well as her various positions held within the global finance organization of the U.S. company General Motors, including the position of CFO of General Motors China. In addition, she has ample experience as a current and previous member of boards of directors of various publicly listed companies worldwide. In all of these positions, she has assumed responsibility for the accounting and auditing of the companies concerned, be it in a management role or a controlling role as non-executive member of the relevant board of directors. Through her current mandate on the board of directors of the Swiss listed company ABB and her previous activity on the board of directors of the U.S.-listed company Flex Ltd., she has gathered experience with these companies' sustainability reporting and auditing. The expertise of Gunnar Wiedenfels is based on his activity as CFO of Warner Bros. Discovery, Inc., a U.S.-listed company, as well as his previous activity as CFO of ProSiebenSat.1 Media SE, a publicly listed former DAX company, and, prior to that, his various positions held in the finance organization of ProSiebenSat.1 Media. In all of these positions, he has assumed responsibility for the accounting of the companies concerned and was involved in their audits. Furthermore, he is thoroughly acquainted with the accounting and auditing of SAP in his capacity as member and former chairperson of the Audit and Compliance Committee of the SAP Supervisory Board. Both this mandate, and his activity as CFO of Warner Bros. Discovery, Inc., have allowed him to build expertise in the area of sustainability accounting and reporting as well, given that he supervises the non-financial reporting and auditing of SAP, and that, in his role as CFO, he is responsible for and presents the sustainability reporting of Warner Bros. Discovery, Inc. during the audit by the board of directors and the external auditor.

As set out above in the section "Objectives for Composition and Independence of Shareholder Representatives," the chairperson of the Audit and Compliance Committee, Jennifer Li, is independent in the meaning of the Code and does not at the same time chair the entire Supervisory Board. Furthermore, due to her distinct professional experience described above, she also qualifies as an independent financial expert (*Audit Committee Financial Expert*) in the meaning of the Sarbanes-Oxley Act. In addition, Gunnar Wiedenfels, who is likewise a member of the Audit and Compliance Committee, fulfills these requirements as well.

Diversity

The Supervisory Board places great value on diversity with regard to its composition and aims for women to be appropriately represented.

The Supervisory Board of SAP SE is subject to a statutory minimum quota of 30% for female and male representatives. In fiscal year 2023, the 18-member Supervisory Board comprised nine women from January 1 until the end of the Annual General Meeting of Shareholders on May 11, 2023. Following the election by the 2023 Annual General Meeting of Shareholders of Punit Renjen as successor to Gesche Joost, the quota of women on the Supervisory Board stood at eight out of 18 members from the end of the 2023 Annual General Meeting of Shareholders on May 11, 2023, until year end 2023. Thus, the percentage of women on the Supervisory Board met the minimum quota of 30% during the entire fiscal year 2023, and with 50% until the close of the 2023 Annual General Meeting of Shareholders, even exceeded it significantly.

To foster diversity, the Supervisory Board further adopted a Diversity Policy (*Diversitätskonzept*) which provides that, in relation to its composition, the aspects of gender, educational and professional background, internationality, and age be taken into account in the following manner:

- To ensure that women are represented appropriately, the Diversity Policy provides that the mandatory statutory gender quota of at least 30% women applies.
- The educational and professional background of any individual member of the Supervisory Board should, collectively with the educational and professional backgrounds of all other Supervisory Board members, cover the range of skills and expertise set out in the Profile of Skills and Expertise for the Supervisory Board. In this regard, it is not decisive whether such skills and expertise were acquired by university studies or any other professional formation, or by a different route.
- To ensure an international composition of the Supervisory Board, it should comprise at least three persons who do not originate from Germany. In addition, the SAP SE Employee Involvement Agreement stipulates that the employee representatives on the Supervisory Board must come from different EU countries (currently, two representatives must originate from EU member states other than Germany).
- In general, the Supervisory Board should have a mixed age structure. The age limit of 75 years stipulated by the Supervisory Board has to be applied. No specific age-related targets were set, however, as this would unduly limit the Nomination Committee's discretion to select suitable shareholders' representatives. Similarly, age-related targets for the employee representatives cannot be implemented, either, as these representatives are elected by the employees.

The Diversity Policy for the Supervisory Board is implemented by the Nomination Committee's appropriately taking into account the aspects set forth in the Diversity Policy when recruiting and selecting suitable shareholders' representatives. As the election of the employee representatives by the European employees is solely governed by the SAP SE Employee Involvement Agreement, the Diversity Policy is not applicable in this respect.

In fiscal year 2023, the requirements of the Diversity Policy were taken into account in connection with the elections of Punit Renjen, Jennifer Li, and Qi Lu by the General Meeting of Shareholders. In particular, Punit Renjen fulfills the requirements of the Profile of Skills and Expertise due to his educational and professional background, as given his long-standing positions as CEO and member of the Board of Directors of Deloitte Global, as well as other senior executive and supervisory roles he held within the Deloitte group, he has distinct knowledge and experience in the areas of expertise listed in the Profile of Skills and Expertise, of company strategy, supervision, monitoring and corporate governance, finance and accounting, human resources, as well as sustainability. Moreover, due to his advisory activities for global software companies being Deloitte's customers, he is familiar with matters of the software industry.

Jennifer Li also fulfills the requirements of the Profile of Skills and Expertise due to her educational and professional background, as she has distinct experience, as described above in the "Financial Expertise" section, in the areas of expertise listed in the Profile of Skills and Expertise, of accounting and auditing as well as sustainability reporting and auditing. Furthermore, by virtue of her current and previous activities as member of the boards of directors of various publicly listed companies worldwide, and as former CFO of Baidu, a technology company, and CEO of Baidu Capital, the IT venture capital arm of Baidu, as well as through her many years of investment activity in technology ventures, she has gathered knowledge and experience in the areas of innovation, research and development in IT technology, company strategy, supervision, monitoring, and corporate governance, as well as human resources.

Qi Lu also fulfills the requirements of the Profile of Skills and Expertise with his educational and professional background, as due to his Ph.D. in computer science and many years of service in senior management roles at renowned software companies in the United States and China he has special knowledge in the areas of expertise listed in the Profile of Skills and Expertise, of software industry, company strategy, and innovation, research, and development in IT technology.

Furthermore, each of Punit Renjen, Jennifer Li, and Qi Lu meets the Diversity Policy criterion of international origin and experience. Moreover, the minimum quota of 30% women on the Supervisory Board, as prescribed by law and targeted by the Diversity Policy, continues to be met following the elections of Punit Renjen, Jennifer Li, and Qi Lu as Supervisory Board members, and is even exceeded.

How the Supervisory Board Works

General

The work of the Supervisory Board is governed by German and European as well as U.S. laws, the articles of incorporation of SAP SE, the Code, and the Supervisory Board's own rules of procedure which are published on SAP's Web site at <https://www.sap.com/investors/en/governance.html>.

The Supervisory Board of SAP SE appoints, advises, and monitors the Executive Board. It seeks regular, full and timely reports from the Executive Board on strategy and the status of its implementation, business planning, profitability, and all aspects of business performance which are material for the SAP Group, including any deviations of actual business performance from plan, as well as on current risks, risk management, and corporate compliance. It is continuously informed by the Executive Board about all transactions and events which may be relevant, particularly for the Company's profitability or liquidity and the general business policy. Furthermore, the CEO reports to the Supervisory Board's chairperson without undue delay on all matters which may be material for the Company's profitability or liquidity. In addition, upon request of the Supervisory Board or one of its committees or members, the Executive Board must report on any matters of SAP which may be material. Furthermore, the Supervisory Board is entitled to inspect and examine all of the Company's books, writings, and assets at any time.

Meetings and Adoption of Resolutions

There are at least four ordinary meetings of the Supervisory Board each year, held at the Company's registered office or as otherwise determined in the invitation. Ordinary meetings deliberate on the forthcoming financial reports and other matters arising in connection with the business. Extraordinary meetings are convened when necessary to deliberate on unplanned or unexpected circumstances or transactions and to make decisions as appropriate.

Members of the Executive Board take part in the Supervisory Board meetings when requested by the Supervisory Board or its chairperson. However, as provided in the rules of procedure, the Supervisory Board also meets regularly without the members of the Executive Board, particularly when issues of Executive Board compensation or Executive Board succession planning are discussed. This correspondingly applies to meetings of the Supervisory Board's committees as well.

Ordinary resolutions of the Supervisory Board are adopted by a simple majority of votes cast; absent members can have a member in attendance submit their written votes. For more information about how the Supervisory Board works, see the rules of procedure for the Supervisory Board of SAP SE.

Reporting, Training and Professional Development, Self-Assessment

The Supervisory Board reports annually on the work it has done, the work its committees have done, and the work it has done in cooperation with the Executive Board in the preceding fiscal year. The Supervisory Board's report is included in the SAP Integrated Report of the relevant fiscal year.

With respect to training and professional development, the members of the Supervisory Board are adequately supported by the Company by appropriate information and education opportunities. This also includes training opportunities on sustainability topics. The training and development measures offered in past fiscal years are set out in the Report of the Supervisory Board for the respective fiscal year. Furthermore, numerous recordings of training units of previous years are made available to the Supervisory Board members on a dedicated platform. In addition, new Supervisory Board members

are introduced to their office at the beginning of their term by way of on-boarding sessions and information leaflets.

Regularly every two to three years, the Supervisory Board conducts an investigation of the efficiency of its own work and that of its committees. It assesses the suitability of the Supervisory Board's processes for supervising the management of the Company effectively. The investigation is based on a survey of Supervisory Board members using electronic questionnaires that reflect current requirements of the law and the Code and contain questions addressing all aspects of the Supervisory Board's work. The Supervisory Board then discusses the results in a meeting and decides any necessary improvements. The self-assessment was last conducted in April 2021. The next self-assessment will be initiated in 2024.

Conflicts of Interests

The Rules of Procedure of the Supervisory Board contain detailed provisions on the handling of conflicts of interests of Supervisory Board members. According to these provisions, activities that could lead to conflicts of interests or other incompatibilities with the Supervisory Board mandate should be avoided, like Supervisory Board members performing advisory or directorship functions for customers, partners, or suppliers of SAP.

The Rules of Procedure further provide that every Supervisory Board member must disclose circumstances that could lead, or have already led, to a conflict of interests to the Chairperson of the Supervisory Board without undue delay, who will inform the Supervisory Board accordingly. Depending on the nature, seriousness, and extent of the conflict of interests, the Supervisory Board member concerned may be obliged or entitled to abstain from voting on individual agenda items or refrain from participating in the Supervisory Board's consultations and deliberations in such case. Material and not just temporary conflicts of interest on the part of a Supervisory Board member should lead to the termination of the member's mandate.

The Rules of Procedure contain further provisions on the handling of potential conflicts of interests. In case of questions or doubts about the existence or appropriate handling of a conflict of interests, the Supervisory Board committee in charge of corporate governance issues may be consulted.

Information about conflicts of interests that emerged in the preceding fiscal year, as well as on how they were dealt with, is available in the Supervisory Board's Report which is published in the SAP Integrated Report for the relevant fiscal year. We report about material transactions between SAP and members of the Supervisory Board, as well as persons closely associated with them, in SAP's Integrated Report for the relevant fiscal year. Furthermore, the Supervisory Board's annual assessment of the independence of the shareholder representatives in accordance with the recommendations of the Code, as described in detail in section "Objectives for Composition, and Independence of Shareholder Representatives" above, also serves the purpose of avoiding conflicts of interests.

Committees and How they Work

General

In accordance with the Supervisory Board's rules of procedure and the recommendation in the Code, the Supervisory Board of SAP SE sets up committees to help it work more efficiently and deal with complex issues. The Supervisory Board currently has the following eight committees: the Personnel and Governance Committee, the Audit and Compliance Committee, the Finance and Investment Committee, the Technology and Strategy Committee, the Nomination Committee, the People and Culture Committee, the Go-To-Market and Operations Committee, and the Government Security Committee. Information about the tasks of the committees is available on SAP's Web site at <https://www.sap.com/investors/en/governance/supervisory-board.html>.

How the Committees Work

Generally, committee meetings are convened by the committee's chairperson. The Supervisory Board rules of procedure provide that committees adopt resolutions by a simple majority of votes cast. A committee can adopt a resolution only if two thirds of the members of the committee, and in any case not less than three of its members, participate in its adoption. The Supervisory Board rules of procedure relating to the conduct of meetings and the adoption of resolutions apply to the committees accordingly. In addition, the committees also have their own rules of procedure, which detail fields of responsibility and how committees report to the full Supervisory Board. The committees' chairpersons regularly report to the full Supervisory Board on the committees' work.

A comprehensive description of the committees' work during the preceding fiscal year is available in the Supervisory Board's Report which is published in the SAP Integrated Report of the relevant fiscal year.

Composition

Pursuant to the Supervisory Board's rules of procedure, a committee must have not fewer than three members. When selecting committee members, care is taken to ensure they have the required expertise in the relevant fields.

The committees are currently composed as follows:

- Personnel and Governance Committee: Friederike Rotsch (chairperson), Aicha Evans, Margret Klein-Magar, Monika Kovachka-Dimitrova, Lars Lamadé, Hasso Plattner, Christine Regitz, Heike Steck, Rouven Westphal, Gunnar Wiedenfels.
- Audit and Compliance Committee: Jennifer Li (chairperson), Manuela Asche-Holstein, Margret Klein-Magar, Peter Lengler, Gerhard Oswald, Friederike Rotsch, Gunnar Wiedenfels, James Wright.
- Finance and Investment Committee: Rouven Westphal (chairperson), Jennifer Li, Christine Regitz, Heike Steck, Gunnar Wiedenfels, James Wright.
- Technology and Strategy Committee: Hasso Plattner (chairperson), Christine Regitz (deputy chairperson), Aicha Evans, Margret Klein-Magar, Monika Kovachka-Dimitrova, Lars Lamadé, Qi Lu, Gerhard Oswald, Heike Steck, Rouven Westphal.
- People and Culture Committee: Aicha Evans (chairperson), Manuela Asche-Holstein, Monika Kovachka-Dimitrova, Peter Lengler, Qi Lu, Gerhard Oswald, Friederike Rotsch, Heike Steck.
- Nomination Committee: Gunnar Wiedenfels (chairperson), Aicha Evans, Hasso Plattner, Friederike Rotsch, Rouven Westphal.
- Go-To-Market and Operations Committee: Gerhard Oswald (chairperson), Manuela Asche-Holstein, Lars Lamadé, Peter Lengler, Qi Lu, Hasso Plattner, Rouven Westphal, James Wright.
- Government Security Committee: Friederike Rotsch (chairperson), Lars Lamadé, Peter Lengler, Gerhard Oswald, James Wright.

For more information about the committees' current composition, see SAP's Web site at <https://www.sap.com/investors/en/governance/supervisory-board.html>.

How the Supervisory Board Handles Sustainability Topics

The Supervisory Board and its committees also deliberate on environmental, social, and governance (ESG) matters. To this end, the Supervisory Board is regularly (at least once a year) briefed by the Executive Board and competent management about the SAP Group's sustainability strategy and the state of its implementation, which also includes the Group-wide climate protection measures. Instead of dealing with the topic only in a dedicated committee, the entire Supervisory Board monitors the implementation of the sustainability strategy and advises the Executive Board in this regard.

In addition, the committees also handle specific ESG topics. In particular, the Technology and Strategy Committee and the Go-To-Market and Operations Committee deliberate on product- and customer-related topics in connection with SAP's operational sustainability strategy and discuss product innovations in the area of sustainable corporate governance for SAP and its customers. In the People and Culture Committee, all personnel-related topics are discussed, including health and safety at work, talent development, employee engagement, as well as diversity and inclusion, the Personnel and Governance Committee covers all topics related to SAP's corporate governance, while the Audit and Compliance Committee addresses topics arising in connection with SAP's non-financial reporting and auditing. In addition, the Technology and Strategy Committee and the Audit and Compliance Committee deal with matters of IT security.

Supervisory Board Compensation and Securities Transactions

The Supervisory Board members' compensation is stipulated in the articles of incorporation of SAP SE which are published on SAP's Web site at <https://www.sap.com/investors/en/governance.html>. The Supervisory Board compensation was most recently changed by a resolution of SAP SE's Annual General Meeting of Shareholders on May 11, 2023. The compensation system for the Supervisory Board members as well as the resolution of the Annual General Meeting of Shareholders on its approval are contained in the invitation to SAP SE's Annual General Meeting of Shareholders held on May 11, 2023, which is published on SAP's Web site at <https://www.sap.com/investors/en/calendar/agm.html>. The compensation system is also described in a separate document available on SAP's Web site at <https://www.sap.com/investors/en/governance.html>.

SAP reports on the Supervisory Board members' compensation during the preceding fiscal year in the Compensation Report which – together with the auditor's opinion – is publicly available on SAP's Web site at <https://www.sap.com/investors/en/governance.html>.

The Supervisory Board members are obliged to inform the public about any transactions carried out by them or by persons closely associated with them involving SAP shares or other securities issued by SAP SE. Information about such transactions is publicly available on SAP's Web site at <https://www.sap.com/investors/en/governance/managers-transactions.html>.

Reporting and Audit

Reporting

SAP prepares the consolidated financial statements, the combined SAP SE and SAP Group management report, and the interim financial reports (that is, half-year report and quarterly financial statements) in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, and as required by the German Commercial Code (HGB). The SAP SE annual financial statements relevant for the dividend payment are prepared in accordance with the requirements of the German Commercial Code (HGB). In addition, SAP prepares an annual report on form 20-F in accordance with the requirements of the SEC.

The consolidated financial statements and the combined management report, the SAP SE annual financial statements, as well as the annual report on form 20-F are publicly accessible on the Company's Web site within 90 days and the interim financial reports within 45 days of the end of the respective reporting period.

In addition, the Executive Board and the Supervisory Board of SAP SE prepare a Compensation Report pursuant to Section 162 of the German Stock Corporation Act about the Executive Board and the Supervisory Board members' compensation in the preceding fiscal year which – together with the auditor's opinion – is published on SAP's Web site at <https://www.sap.com/investors/en/governance.html>.

Audit

The consolidated financial statements, the combined SAP SE and SAP Group management report, the SAP SE annual financial statements, and the Compensation Report are audited by an auditor in compliance with German Generally Accepted Standards on Auditing promulgated by the Institut der Wirtschaftsprüfer (IDW). Furthermore, the auditor is engaged to deliver an independent limited assurance of the SAP Group combined non-financial statement including the EU-Taxonomy disclosures as part of the management report, and selected information and figures concerning sustainability performance on the basis of the International Standard on Assurance Engagements (ISAE) 3000.

The Supervisory Board reviews the consolidated financial statements, the combined SAP SE and SAP Group management report, as well as the SAP SE annual financial statements, based on the preparatory report of the Audit and Compliance Committee. Furthermore, the Supervisory Board adopts the Compensation Report based on the preparatory review by the Audit and Compliance Committee. The interim financial reports are discussed by the Executive Board with the Audit and Compliance Committee of the Supervisory Board prior to their publication.

The Audit and Compliance Committee of the Supervisory Board discusses with the auditor the assessment of the audit risk, the audit strategy and planning, as well as the results of the audit. It monitors the audit and each year assesses the quality of the audit, including the performance of the auditor, based on objective indicators. In addition, it verifies the independence of the auditor and examines the additional services rendered by it. The Committee also prepares the Supervisory Board's proposal to the Annual General Meeting for the election of the auditor, makes a recommendation in this regard, engages the auditor, decides on the additional audit focus areas, and negotiates the audit fee with the auditor. During the audit, the chairperson of the Audit and Compliance Committee is in constant contact with the auditor, regularly consults with the auditor regarding the content and the progress of the audit, and reports to the Committee on these topics. The Audit and Compliance Committee consults with the auditor regularly also without the members of the Executive Board, which it has also provided for accordingly in its rules of procedure.

In accordance with the Audit and Compliance Committee's recommendation, the Supervisory Board makes a proposal to the Annual General Meeting of Shareholders concerning the auditor to elect for the current fiscal year. Before recommending candidates for election by the Annual General Meeting, the Audit and Compliance Committee obtains a declaration from the proposed auditor as to whether and which business, financial, personal, or other relationships exist between the auditor, its executive bodies, or lead auditors, and SAP or members of its executive bodies, that could give cause for concern about the auditor's impartiality. The declaration also describes the nature and volume of other services that were provided to SAP in the past fiscal year or have been contractually agreed for the year to come. We provide information on the fees paid to the auditors in the past financial year in the respective current Integrated Report.

At the SAP SE Annual General Meeting of Shareholders held on May 18, 2022, our shareholders elected BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg (BDO) as SAP SE's and SAP Group's new auditor for fiscal year 2023, after KPMG AG Wirtschaftsprüfungsgesellschaft had previously been the auditor of SAP's financial statements and consolidated financial statements since fiscal year 2002. BDO ensures, through an internal rotation procedure, that the audit activities are performed at proper arm's length to the Company. Jens Freiberg will sign as auditor responsible for the audit from fiscal year 2023.

Walldorf, Germany, February 20, 2024

Executive Board and Supervisory Board of SAP SE

Appendix: Qualification Matrix of the SAP SE Supervisory Board, as at February 20, 2024

Appendix

Qualification Matrix of the Members of the SAP SE Supervisory Board, as at February 20, 2024

	Tenure		Diversity		Fields of Expertise*						
	First elected	Term expires	Gender	Nationality	Innovation, Research & Development	Software Industry	Finance and Accounting	Strategy	Human Resources	Supervision, Monitoring, Corporate Governance	Sustainability
Prof. Dr. h. c. mult. Hasso Plattner, Chairperson	2003	2024	male	German	●	●	●	●	●	●	
Lars Lamadé, Deputy Chairperson	2002	2024	male	German		●		●	●		
Manuela Asche-Holstein	2021	2024	female	German		●	●	●			
Aïcha Evans	2017	2024	female	U.S. American	●	●	●	●	●	●	●
Margret Klein-Magar	2012	2024	female	German	●	●	●	●	●	●	
Monika Kovachka-Dimitrova	2019	2024	female	Bulgarian	●	●		●	●		●
Peter Lengler	2021	2024	male	German		●	●	●			
Jennifer Xin-Zhe Li	2022	2027	female	Canadian	●		●	●	●	●	●
Dr. Qi Lu	2020	2027	male	U.S. American	●	●		●			
Gerhard Oswald	2019	2024	male	German	●	●	●	●		●	●
Christine Regitz	2015	2024	female	German	●	●		●	●	●	●
Dr. h. c. Punit Renjen	2023	2024	male	U.S. American		●	●	●	●	●	●
Dr. Friederike Rotsch	2018	2024	female	German			●	●	●	●	●
Heike Steck	2019	2024	female	German	●	●	●	●	●		
Helmut Stengele	2021	2024	male	German		●		●	●		
Dr. Rouven Westphal	2021	2026	male	German		●	●	●	●		
Dr. Gunnar Wiedenfels	2019	2026	male	German			●	●	●	●	●
James Wright	2019	2024	male	British		●	●	●	●		

*The requirements relating to each field of expertise are set out in detail in the Supervisory Board's Profile of Skills and Expertise.