

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 as required by the German Commercial Code, section 315d in accordance 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 website 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 website 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 Section 161 of the German Stock Corporation Act on Compliance with the Code

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*, or 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 2024.

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 on Compliance of October 2023, 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 exception.

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 exception:

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, Germany, October 2024

For the Executive Board

Christian Klein

For the Supervisory Board

Dr. h. c. mult. Pekka Ala-Pietilä

For the Executive Board

Dominik Asam

Information About the Suggestions in the Code

The Company voluntarily complies with the non-binding suggestions in the Code with the exception of suggestions A.8 and G.14.

According to suggestion A.8, in the event of a takeover bid, the executive board should convene an extraordinary general meeting where shareholders can discuss the takeover offer and, if necessary, decide on corporate actions. The Executive Board of SAP SE, however, will only decide on whether or not to convene an extraordinary general meeting based on a concrete takeover bid being made. The reason is that such decision should be made dependent on the concrete takeover offer, its terms and conditions, and the circumstances as to timing in the case at hand.

According to suggestion G.14, change of control clauses that commit to benefits in the case of early termination of an executive board member's contract due to a change of control should not be agreed upon. Employment contracts with the members of the Executive Board of SAP SE, however, include change of control clauses that are customary in the market. This is intended to ensure that the Executive Board remains committed to acting in the best interests of the Company in the event of a change of control.

Executive Board

The Executive Board, which has six 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, our 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 Executive Board members. It appoints one member of the Executive Board as chairperson and can appoint one or more members of the Executive Board as deputy chairpersons.

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 website 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 website, 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 website 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 on 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 on 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 composition of the entire Executive Board that is best for the Company, 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. While the statutory quota has been met, the more ambitious target set by the Supervisory Board has not, with the current Executive Board comprising only one female Executive Board member. Nevertheless, the Supervisory Board adheres to the target and aims to meet it again in the future.

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 abovementioned 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. 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 Personnel and Governance Committee's appropriately taking into account the aspects set forth in the Diversity Policy when recruiting and selecting suitable candidates for membership on the Executive Board.

In fiscal year 2024, the Diversity Policy was applied in connection with the appointment of Executive Board member Muhammad Alam effective April 1, 2024. He is qualified to lead the Board area SAP Product Engineering by virtue of his distinguished professional expertise in the development of software products and solutions, his previous leadership of SAP's Intelligent Spend and Business Network division, as well as his extensive tenure at Microsoft in various executive roles, most recently as Corporate Vice President of Product and Engineering for Microsoft Dynamics 365 business applications. His appointment enhances the Executive Board's international composition since he is a U.S. citizen and has international experience thanks to his education and professional activities in the United States.

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 website 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 responsibilities regulate 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, who prepares the meetings and resolutions of the Board, chairs the sessions, and ensures the implementation of the approved measures. 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. If the vote is tied, the CEO has the casting vote.

Tasks of the CEO

Pursuant to the Executive Board's rules of procedure, the CEO represents the Executive Board and the Company vis-à-vis third parties. Furthermore, the CEO coordinates the work of the Executive Board, ensuring, among other things, that the management of the portfolios is aligned with the objectives set by the resolutions of the full Board, that the responsibilities of the full Board and the approval requirements of the Supervisory Board are upheld, and that reporting obligations to the full Board and

Supervisory Board are met. The CEO also leads the Executive Board's collaboration and communication with the Supervisory Board and its members. He or she reports to the Supervisory Board chairperson regularly on the performance and health of the Company, the 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. The CEO will without delay alert the chairperson of the Supervisory Board to any issues or business matters that could severely affect the Company.

Conflicts of Interest

Each member of the Executive Board must disclose every conflict of interest to the Supervisory Board without delay and must inform the other Executive Board members that he or she has done so. Depending on the nature, duration, and severity of an emerging conflict of interest, 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 Personnel and Governance 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 Global Code of Ethics and Business Conduct (CoEBC), which was rolled out across the Company and is published on SAP's website at <https://www.sap.com/globalcode>, 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 24 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 & 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 compliance culture program, including communication and learning for employees that addresses 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 a leadership ethics learning and coaching program to people managers and top management, including senior executives and the Executive 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. Reporting channels include the global whistleblowing system Speak Out at SAP, which is externally hosted and 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, the Global People Compliance Office, or the OEC.

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

Sustainability

Sustainability is a governing principle of, and firmly embedded in, our corporate strategy which is implemented by the entire Executive Board. Sustainability 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 sustainability targets by using two key levers:

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

As the sustainability 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 lies with the Chief Executive Officer. Hence 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 global head of sustainability is responsible for the sustainability performance within the SAP Group. For more information about the organization of this area, see the "Group Sustainability Statement" section in SAP's Integrated Report.

In the Group sustainability statement, SAP reports on the governance-related, social, and environmental topics which it has identified as material for SAP based on the double materiality analysis conducted in accordance with the sustainability reporting standards of the EU Commission (Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023 supplementing Directive 2013/34/EU of the European Parliament and of the Council as regards sustainability reporting standards, ESRS). For more information about the double materiality analysis, our dialogue about these topics with stakeholders, our sustainability management, and other fundamentals of our sustainability reporting, see the "Group Sustainability Statement" section in SAP's Integrated Report. The sustainability topics we identified as material for SAP include **security, cloud compliance, data protection and privacy**, and the **responsible use of artificial intelligence**, as well as **business conduct** (with focus on the prevention of corruption and bribery, protection of whistleblowers, and promotion of an ethical corporate culture), **climate change** (with focus on climate change mitigation and energy), **resource use and circular economy** (with focus on the handling and disposing of electronic waste), and our **own workforce** and **workers in the value chain** (each with a focus on

promoting appropriate working conditions, equal treatment, equal opportunities, and other work-related rights).

Sustainability Skills of the Executive Board Members

The Executive Board overall possesses adequate and sufficient expertise concerning the sustainability topics material for SAP mentioned in the preceding paragraph, our products for the sustainability sector, and our sustainability reporting. As far as these topics pertain to their respective areas of responsibility, the Executive Board members are supported by experts from the specialist departments and, if necessary, by external consultants. Furthermore, due to their professional experience and education, they also possess their own unique expertise on the mentioned topics.

The **security** topic falls under the portfolio of CEO Christian Klein, who is supported by SAP's in-house IT security experts. In addition, Thomas Saueressig has special know-how regarding security, as the SAP Global Security & Cloud Compliance department under his leadership is responsible for ensuring that SAP's cloud products comply with applicable security standards.

Christian Klein also possesses special expertise regarding **business conduct**, since SAP's chief compliance officer, his direct report, oversees the Office of Ethics and Compliance with responsibilities including the prevention and combat of corruption and bribery, the protection of whistleblowers, and the promotion of an ethical corporate culture. For more information, see the "Compliance Management System" section.

On the topics of **climate change**, **resource use**, and the **circular economy**, Christian Klein can draw on the expertise of SAP's chief sustainability and commercial officer and her organization, which is part of Christian Klein's Executive Board portfolio.

In the area of **responsible use of AI**, Christian Klein is supported by experts in the AI Ethics and Responsible AI department, which likewise belongs to his Board area.

In the area of **cloud compliance**, both Thomas Saueressig and Dominik Asam possess special expertise: The SAP Global Security & Cloud Compliance department, under the leadership of Thomas Saueressig, is responsible for ensuring that SAP's cloud products comply with cloud-specific regulatory standards. This department receives legal support from experts in the Global Legal department, which belongs to the Board area of Dominik Asam.

Dominik Asam has particular know-how in the area of **sustainability reporting** because the Corporate Financial Reporting organization, which includes an expert team for sustainability reporting, as well as the Global Risk & Assurance Services organization, which is responsible for internal systems and controls including sustainability controlling, fall within his portfolio. Christian Klein also possesses special expertise on this topic, because SAP's chief sustainability and commercial officer and her organization, which belong to his Board area, materially contribute to SAP's sustainability reporting.

The topic of **data protection and privacy** falls under the purview of Dominik Asam, to whom SAP's data protection officer and team of experts report directly. Furthermore, Thomas Saueressig also has special know-how in the area of data protection, as the SAP Global Security & Cloud Compliance department under his leadership is responsible for ensuring that SAP's cloud products comply with data protection standards.

Christian Klein, Muhammad Alam, and Thomas Saueressig possess exceptional expertise with regard to **SAP products in the sustainability domain**. In this regard, Christian Klein is supported by SAP's chief sustainability and commercial officer within his portfolio. In addition, the Sustainability Growth unit within his Board area is tasked with the development of sustainability products. As head of the Board area SAP Product Engineering, Muhammad Alam bears worldwide responsibility for all areas of application development with a broad product portfolio that also includes solutions for sustainability-related requirements of SAP customers. As head of the Customer Services & Delivery organization, Thomas Saueressig is responsible inter alia for sustainability solutions offered to customers as a cloud service.

Gina Vargiu-Breuer possesses special expertise in the areas of **own workforce** and **workers in the value chain**. As chief people officer and labor director, she oversees the SAP Board area People & Culture and is therefore responsible for SAP's entire human resources department. This also includes

the responsibility for external workers from service providers, who often work in integrated teams with SAP employees. In this capacity, she is supported by experts in the relevant departments of her Board area. In addition, Gina Vargiu-Breuer has experience in these areas due to her former activity as Senior Vice President Human Resources at Siemens Energy AG, in which capacity she was also responsible for the topic of protection of value chain workers.

In the area of **own workforce**, Thomas Saueressig also possesses particular know-how, as he is the Executive Board sponsor of the SAP-internal Business Women's Network which promotes equal opportunities for women throughout SAP.

Christian Klein and Dominik Asam also have special expertise on the topic of **workers in the value chain**. Christian Klein is able to draw here on the expertise of SAP's chief sustainability and commercial officer and SAP's human rights officer, along with their organizations, which are part of his Board portfolio. In ensuring SAP's compliance with national and European regulations for the protection of value chain workers, Dominik Asam is supported by experts within the Global Procurement and Global Legal departments, which fall under his Board area.

Appropriate Representation of Women

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, 2024, this share stood at approximately 21.3%.

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 website at <https://www.sap.com/investors/en/calendar/agm.html>. The compensation system is also described in a separate document available on SAP's website 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 website at <https://www.sap.com/investors/en/governance.html>.

The Executive Board members are legally 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 website 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 website 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 website 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 website, 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 Pekka Ala-Pietilä, 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.

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 Pekka Ala-Pietilä, who prior to his current term of office effective May 2024 served previously on the Supervisory Board from 2002 to May 2021.

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 in October 2024. It concluded there that all of its shareholder representative members serving on the Supervisory Board in fiscal year 2024 (that is, Hasso Plattner and Punit Renjen (both until their resignation as of the close of the General Meeting of Shareholders in 2024), Pekka Ala-Pietilä, Aicha Evans, Ralf Herbrich, 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 2024. 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.

In the context of the independence assessment, the shareholder representatives also 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 2023 and fiscal year 2024 until the date of the independence assessment in October 2024. 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 served on the SAP SE Supervisory Board for over 12 years until May 2024. Pekka Ala-Pietilä, who was elected to the SAP Supervisory Board in May 2024 and had previously served from 2002 to May 2021, has collectively also been a member for more than 12 years. Thus, in both cases, the tenure exceeded/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 both members were/are independent, for the following reasons:

- Hasso Plattner and Pekka Ala-Pietilä are not financially dependent on their membership on the Supervisory Board of SAP.
- Pekka Ala-Pietilä had left the SAP Supervisory Board in May 2021 and therefore was not a member of the Supervisory Board in the three years prior to his re-election in May 2024.
- Most of the present members of the Executive Board have served for fewer than five years. At approximately six years, Christian Klein is the longest-serving Executive Board member. As such, there were no grounds to assume that working together over an extended period had given rise to

any dependency between the Executive Board members and Hasso Plattner as the Supervisory Board chairperson. The same applies in the case of Pekka Ala-Pietilä.

- Neither Hasso Plattner nor Pekka Ala-Pietilä showed/show any of the negative aspects widely associated with long tenure.
- Moreover, the fact that former Supervisory Board chairperson Hasso Plattner owns a substantial stake in SAP (of approximately 6%) suggested that he had 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.

Furthermore, in the context of the independence assessment, the shareholder representatives found that all of the shareholders' representatives serving on the Supervisory Board of SAP SE during the fiscal year 2024 also were independent according to the ESRS.

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 (ESG) 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 website at <https://www.sap.com/investors/en/governance.html>.

During the Supervisory Board's regular engagement with investors, individual institutional investors mentioned concerns with the independence of Pekka Ala-Pietilä due to his long collective tenure on the SAP Supervisory Board. For this reason, the Supervisory Board appointed Friederike Rotsch as LID, as she meets the applicable independence criteria. She also chairs the Personnel and Governance Committee and is a member of the Nomination Committee, the Government Security Committee, and the Audit and Compliance Committee. For more information about the LID's activities in fiscal year 2024, see the Supervisory Board's report which is included in SAP's Integrated Report for 2024.

Profile of Skills and Expertise and its Fulfillment by Supervisory Board Members

Furthermore, the Supervisory Board adopted a Profile of Skills and Expertise (*Kompetenzprofil*), which is available on the SAP website 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 in seven fields of expertise 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. Each Supervisory Board member should possess at least basic knowledge in the specified fields of expertise. Furthermore, the Supervisory Board has defined specific requirements for each area of expertise that is material for SAP. These include all SAP-specific sustainability-related requirements that were identified as material for SAP through the double materiality analysis in accordance with the ESRS (for more information about the double materiality analysis, see the "Group Sustainability Statement" section in SAP's Integrated Report) and assigned to various fields of expertise. This means that the competencies and SAP-specific 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 fields of expertise stated in the Profile of Skills and Expertise.

In the **innovation and research and development (R&D)** area of expertise, the SAP-specific requirements include: experience and expertise in R&D in the software and IT sector, including application development and artificial intelligence (AI); and knowledge of software engineering and structured innovation processes. In the **software industry** field of expertise, SAP-specific requirements include: substantial experience in the software and IT sector; knowledge of international markets, customers and competitors; product expertise, including SAP's sustainability products and the use of AI; experience with consumer markets; and experience and expertise in the areas of security, cloud compliance, data protection and privacy, and responsible AI. The SAP-specific competencies required in the field of **finance and accounting** include: 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. The SAP-specific requirements when it comes to **strategy** particularly include: experience in business strategy development and implementation, change management and M&A processes; and a basic understanding of product strategy and marketing. The SAP-specific competencies required in the area of **human resources and social responsibility** primarily focus on the themes of personnel and succession planning, particularly in the realm of executive recruitment and development, as well as our own workforce and workers in the value chain, with particular emphasis on fostering adequate working conditions, equal treatment and opportunities for all, and other work-related rights. SAP-specific competencies required with respect to **supervision, monitoring, corporate governance, and business conduct** include: experience in supervisory and committee work and in management of large organizations; experience in SAP's internal organization and processes; knowledge of applicable corporate governance standards; experience in crisis management; sociopolitical awareness; and subject-matter expertise in preventing corruption and bribery, protecting whistleblowers, and fostering an ethical corporate culture. The specific competencies required in the area of **environmental responsibility** relate primarily to the topic of climate change, particularly in regard to climate change mitigation strategy and energy, as well as the theme of resource use and circular economy, specifically with regard to the handling and disposing of electronic waste.

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.

Sustainability Skills of the Supervisory Board Members

The Supervisory Board in its entirety fulfills all sustainability-related requirements that were identified as material for SAP through the double materiality analysis in accordance with the ESRS, that is, with regard to the topics of security, cloud compliance, data protection and privacy, responsible AI, business conduct, climate change, resource use and circular economy, as well as own workforce and workers in the value chain. In addition, the Supervisory Board possesses the required competencies with regard to sustainability reporting and SAP's sustainability products. In detail, these requirements are fulfilled by the Supervisory Board members in the following way:

The following Supervisory Board members have special know-how with regard to SAP's **sustainability products**:

- Gerhard Oswald, due to his profound knowledge of SAP's products and solutions, including in the area of sustainability, which he obtained during his tenure as a former member of the Executive Board of SAP SE and long-standing member of the Product and Technology Committee of the SAP Supervisory Board.
- Nicolas Sabatier, who as Chief Product Expert, Sustainability Innovation at SAP, has been involved in the development of innovative products for the area of sustainability.

- Jakub Černý, due to his many years of professional experience as a marketing manager with a focus on marketing and product strategy in the area of sustainability products.
- César Martin, due to his many years of professional experience as a product expert in technology presales focused on the banking sector, and as an innovation expert and enterprise architect with focus on cloud solutions and AI, through which he has gained profound know-how about SAP's products, including innovative SAP products in the area of sustainability.

The following Supervisory Board members have particular expertise in the area of **security**:

- Pekka Ala-Pietilä, thanks to his experience as chair of the boards of directors of Netcompany A/S and HERE Technology B.V., both innovative technology companies that, like SAP, are particularly vulnerable to the challenges posed by cyberattacks.
- Aicha Evans, due to her tenure as CEO of Zoox Inc. and as a member of the board of directors of Joby Aviation LLC, both likewise innovative technology companies that are particularly vulnerable to the challenges posed by cyberattacks.
- Qi Lu, due to his distinguished career in software research and development, including as COO of Baidu and as CEO and Head of Research of Y Combinator.
- Ralf Herbrich, as a professor for artificial intelligence and sustainability, researching, inter alia, the use of AI algorithms for IT security.
- Rouven Westphal, as a member of the executive board of Hasso Plattner Foundation with responsibility for the IT board area including IT security of the Foundation and its equity participations.
- Andreas Hahn, due to his experience as a member of the Cyber Security Commission of the SAP Group Works Council.
- César Martin, due to his many years of professional experience as a software developer, systems and network administrator, product expert in technology presales, innovation expert, and enterprise architect with focus on cloud solutions and AI, through which he has gained profound expertise in IT security topics, including systems and network security, as well as compliance with product security standards and security certifications.

The following Supervisory Board members have particular expertise in the area of **cloud compliance**:

- Pekka Ala-Pietilä, stemming from his tenure as chair of the boards of directors of Netcompany A/S and HERE Technology B.V. which are both providers of cloud solutions and thus subject to similar legal and regulatory requirements as SAP in the cloud business.
- Aicha Evans, due to her activities at Zoox Inc. and Joby Aviation LLC, which are both providers of cloud solutions in the area of autonomous mobility and thus subject to similar legal and regulatory requirements as SAP in the cloud business.
- César Martin, due to his many years of professional experience as a software developer, systems and network administrator, product expert in technology presales, innovation expert, and enterprise architect with focus on cloud solutions and AI, through which he has gained profound expertise in cloud compliance topics, including systems and network security, customer data security and privacy, and native cloud solutions development complying with applicable cloud-specific regulations.
- Jakub Černý, due to his professional experience as a member of the SAP team responsible for certifying SAP cloud solutions for the public sector, by which he gained special expertise regarding compliance with cloud-specific regulations.

In the area of **data protection and privacy**, the following Supervisory Board members have special know-how:

- Friederike Rotsch, thanks to her extensive prior tenure as Group General Counsel and Head of Legal and Compliance at Merck KGaA, as well as her current role as Group General Counsel and Head of Legal and Group Governance at Deutsche Bank, where she has been responsible for overseeing data protection in both capacities.

- Rouven Westphal, being a member of the executive board of Hasso Plattner Foundation with responsibility for the Foundation's activities in the area of digital health where data protection and privacy are highly relevant.
- Andreas Hahn, as he has dealt with the protection of personal data of works council members within the scope of his Works Council activities.
- César Martin, due to his many years of professional experience as a software developer, systems and network administrator, product expert in technology presales, innovation expert and enterprise architect with focus on cloud solutions and AI, through which he has gained profound expertise in data protection and privacy topics, particularly by developing native cloud solutions while complying with applicable customer data security and data protection and privacy regulations.
- Jakub Černý, due to his professional experience as a member of the SAP team responsible for certifying SAP cloud solutions for the public sector, by which he gained special expertise regarding compliance with data protection and privacy regulations.

The following Supervisory Board members have particular expertise in the area of **responsible use of AI**:

- Ralf Herbrich, stemming from his academic role as a professor of AI and sustainability, which also entails exploring ethical questions surrounding AI.
- Pekka Ala-Pietilä, due to his previous role as chairperson of the board of directors of "Finland's Artificial Intelligence Programme" and in his current capacity as chairperson of the European Commission's high-level expert group for AI.
- Aicha Evans, due to her experience at Zoox Inc. and Joby Aviation LLC, as the topic is also highly relevant for these companies active in the area of autonomous mobility.
- Qi Lu, thanks to his distinguished career in software research and development and as an investor in innovative technology ventures through his investment firm MiraclePlus Ltd.
- Gerhard Oswald, due to his tenure as a lecturer at the Technical University of Munich and his experience as a member of the advisory board of appliedAI Initiative GmbH.
- Nina Straßner, due to her professional activities as an attorney-at-law, specialist attorney for labor law, and HR manager at SAP, whereby she gained profound expertise and experience with the responsible use of AI in the area of HR, particularly in the recruiting process and against the backdrop of the European legislation on AI.
- Andreas Hahn, as he participated in the negotiations on SAP's Policy on AI Ethics within the scope of his activities for the SAP Group Works Council and supported the establishment of a commission for AI ethics at SAP during his previous tenure as a member of the SAP Supervisory Board.
- César Martin, due to his professional experience as an innovation expert and enterprise architect with focus on cloud solutions and AI, through which he has gained special expertise in the responsible use of AI in the area of cloud development.

The following Supervisory Board members have notable expertise and experience in **sustainability reporting** and auditing:

- Jennifer Li, thanks to her mandate on the board of directors of the Swiss listed company ABB, her previous activity on the board of directors of the U.S.-listed company Flex Ltd., and her tenure as chair of the Audit and Compliance Committee of the SAP SE Supervisory Board.
- Gunnar Wiedenfels, who supervises the sustainability reporting and auditing of SAP as a member and former chair of the Audit and Compliance Committee of the SAP Supervisory Board and is also responsible for the sustainability reporting and auditing of Warner Bros. Discovery, Inc., as its CFO.
- Friederike Rotsch, due to her profound knowledge of European and national legislation on sustainability reporting, which she also addresses as a member of the Sustainability Committee and the CSRD Implementation Committee of Deutsche Bank and as the author of academic publications on this topic.

- Pascal Demat, due to his studies of sustainable management as well as his professional activities at SAP Belgium where he was instrumental in introducing a carbon footprint calculator for internal events and acted as sustainability champion advocating an approach based on measurements.
- Jakub Černý, due to his many years of professional experience as a marketing manager with a focus on marketing and product strategy in the area of sustainability products, including products for sustainability reporting.
- Nicolas Sabatier, due to his many years of professional experience in the development of innovative solutions for sustainability reporting as the leader of SAP's Enterprise Performance Management (EPM) product portfolio.

The following Supervisory Board members possess exceptional expertise in the field of **business conduct**, with a focus on preventing corruption and bribery, protecting whistleblowers, and promoting an ethical corporate culture:

- Friederike Rotsch, thanks to her long previous tenure as Group General Counsel and Head of Group Legal & Compliance at Merck KGaA, as well as her current role as Group General Counsel and Head of Legal and Group Governance at Deutsche Bank, which in both cases included leading the compliance department.
- Lars Lamadé, due to his many years of experience as the head of Global Sponsorships at SAP, an area in which compliance topics are highly relevant.
- Nina Straßner, due to her professional activities as an attorney-at-law, specialist attorney for labor law, and HR manager at SAP, whereby she gained profound expertise and experience with labor law aspects of implementing compliance policies, dealing with cases of non-compliance, and protecting whistleblowers.

The following Supervisory Board members possess unique expertise regarding the concerns of our **own workforce** and **workers in the value chain**:

- Friederike Rotsch, by promoting equal opportunities and equal treatment at SAP through her work as a Supervisory Board member, and due to her special expertise in the area of European and national regulations for the protection of supply chain workers.
- Andreas Hahn, Eberhard Schick, Pascal Demat, César Martin, and Nicolas Sabatier, who are members of the SAP SE Works Council (Europe) and local works councils of SAP companies, and in this capacity have extensively engaged in promoting suitable working conditions, equal opportunities, and equal treatment at SAP, as well as other labor-related rights. This also applies to the promotion of fair working conditions, equal treatment and equal opportunities, and other labor-related rights of external workers from service providers who often work in integrated teams alongside SAP employees.
- Pascal Demat, also thanks to his diploma in sustainable management by which he obtained special know-how with regard to labor-related social responsibility.
- Nina Straßner, having served previously in the HR board area as Head of Diversity & Inclusion Germany and as Global Head of People Initiatives, in which capacity she promoted the equal treatment of and equal opportunities for SAP employees and for workers from SAP service providers.
- Margret Klein-Magar, due to her many years of service as the chair of the Spokespersons' Committee of Senior Managers of SAP SE.
- Lars Lamadé, due to his many years of service on the SAP Supervisory Board, promoting the interests of the SAP workforce.

The following members of the Supervisory Board have special expertise in the area of **climate change**:

- Pekka Ala-Pietilä, due to his experience as a member of the board of directors of the Finnish Climate Leadership Coalition.

- Pascal Demat, due to his studies of sustainable management and his tenure on the SAP SE Works Council (Europe), where he has been involved in implementing corporate measures to achieve SAP's climate protection goals and improve energy efficiency.
- Ralf Herbrich, due to his tenure as a professor for artificial intelligence and sustainability.

The following Supervisory Board members possess special expertise in the area of **resource use and circular economy**, specifically regarding the handling and disposing of electronic waste:

- Pascal Demat, due to his studies of sustainable management and his tenure on the SAP SE Works Council (Europe) where he has dealt with measures for disposing of electronic waste in SAP's data centers.
- Ralf Herbrich, due to his tenure as a professor for artificial intelligence and sustainability.
- Nicolas Sabatier, due to his professional experience in the development of innovative solutions for resource use and circular economy as a manager in the area of SAP Research & Innovation, and due to his long-standing engagement as a member of Circul'R, a French think tank promoting the transition of companies and territories towards a circular economy.

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**. To help our investors better understand the information presented in the qualification matrix, we have published the résumés of each Supervisory Board member on the SAP website, setting out the extent to which they have developed specialized knowledge and expertise through training, professional development, or on-the-job experience, thereby fulfilling certain SAP-specific requirements in their designated fields of expertise.

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 also 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 also 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 in the section “Objectives for Composition, and Independence of Shareholder Representatives” above, 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 2024, the 18-member Supervisory Board comprised eight women from January 1 until the end of the Annual General Meeting of Shareholders on May 15, 2024. Following the re-election by the 2024 Annual General Meeting of Shareholders of Aicha Evans, Gerhard Oswald, and Friederike Rotsch, the election of Pekka Ala-Pietilä as successor to Hasso Plattner, the election of Ralf Herbrich as successor to Punit Renjen, and new elections for all employee representative positions, the quota of women on the Supervisory Board stood at five out of 18 members from the end of the 2024 Annual General Meeting of Shareholders on May 15, 2024, until year end 2024. To meet the minimum 30% quota, at least five out of 18 members must be women (as 30% of 18 is 5.4, which may be mathematically rounded down to five persons pursuant to applicable law). Thus, the percentage of women on the Supervisory Board met the minimum quota of 30% during the entire fiscal year 2024, and with approximately 44% until the close of the 2024 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, at least 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 2024, the requirements of the Diversity Policy were taken into account in connection with the elections of Pekka Ala-Pietilä, Aicha Evans, Ralf Herbrich, Gerhard Oswald, and Friederike Rotsch by the General Meeting of Shareholders. In particular, they fulfill the requirements of the Profile of Skills and Expertise due to their educational and professional background. For more information, see the section "Profile of Skills and Expertise and its Fulfillment by Supervisory Board Members, Including the Sustainability-Related Requirements" and the qualification matrix that is attached to this Corporate Governance Statement as an appendix, as well as the Supervisory Board members' résumés published on SAP's website, which document their expertise specified in the qualification matrix.

Furthermore, Aicha Evans and Pekka Ala-Pietilä meet 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 Aicha Evans, Gerhard Oswald, Friederike Rotsch, Pekka Ala-Pietilä, and Ralf Herbrich as Supervisory Board members.

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 website 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 (including 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. 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 a fiscal year 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 into 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 was initiated in 2024 and will be completed in 2025. Completing it in 2024 would not have been practical, because with the election of nine new Supervisory Board members effective from the end of the Annual General Meeting in May 2024, half of the seats were filled with newcomers who first needed time to familiarize themselves with the Board's modus operandi after taking office.

Conflicts of Interest

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, such as 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 interest. In case of questions or doubts about the existence or appropriate handling of a conflict of interest, the Supervisory Board committee in charge of corporate governance issues may be consulted.

Information about conflicts of interest 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 on 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 the section "Objectives for Composition, and Independence of Shareholder Representatives" above, also serves the purpose of avoiding conflicts of interest.

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 six committees: the Personnel and Governance Committee, the Audit and Compliance Committee, the Finance and Investment Committee, the Product and Technology Committee, the Nomination Committee, and the Government Security Committee. Information about the tasks of the committees is available on SAP's website 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 relating to the conduct of meetings and the adoption of resolutions apply to the committees accordingly. 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 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), Pekka Ala-Pietilä, Aicha Evans, Andreas Hahn, Margret Klein-Magar, Lars Lamadé, Nicolas Sabatier, Rouven Westphal
- Audit and Compliance Committee: Jennifer Li (chairperson), Margret Klein-Magar, César Martin, Gerhard Oswald, Friederike Rotsch, Eberhard Schick, Nina Straßner, Gunnar Wiedenfels
- Finance and Investment Committee: Rouven Westphal (chairperson), Jakub Černý, Pascal Demat, Ralf Herbrich, Jennifer Li, Eberhard Schick, Nina Straßner, Gunnar Wiedenfels
- Product and Technology Committee: Aicha Evans (chairperson), Jakub Černý, Andreas Hahn, Ralf Herbrich, César Martin, Qi Lu, Gerhard Oswald, Nicolas Sabatier
- Nomination Committee: Gunnar Wiedenfels (chairperson), Pekka Ala-Pietilä, Aicha Evans, Friederike Rotsch, Rouven Westphal
- Government Security Committee: Pekka Ala-Pietilä (chairperson), Pascal Demat, Lars Lamadé, Gerhard Oswald, Friederike Rotsch, Nina Straßner

For more information about the committees' current composition, see SAP's website 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 sustainability matters that are material for SAP, SAP products for the sustainability domain, and sustainability reporting. To this end, the Supervisory Board is regularly (at least once a year) briefed by the Executive Board and relevant management about the SAP Group's sustainability strategy and the state of its implementation, which also includes the Group-wide measures regarding climate change mitigation and responsible AI.

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. The SAP Supervisory Board as a whole is also briefed on matters pertaining to SAP's own workforce and workers in the value chain, focusing on promoting fair working conditions, equal treatment and opportunities for all, and other work-related rights.

In addition, the committees also handle specific sustainability topics. In particular, the Product and Technology Committee deliberates on product- and customer-related topics in connection with SAP's operational sustainability strategy and discusses product innovations in the area of sustainability for SAP and its customers. The Audit and Compliance Committee covers all topics related to SAP's sustainability reporting and auditing, as well as business conduct (with focus on the prevention of corruption and bribery). In addition, the Product and Technology Committee and the Audit and Compliance Committee deal with matters of security, data protection and privacy, cloud compliance, and responsible AI.

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 website 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 15, 2024. 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 15, 2024, which is published on SAP's website at <https://www.sap.com/investors/en/calendar/agm.html>. The compensation system is also described in a separate document available on SAP's website 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 website 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 website 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 (including the Group sustainability statement), 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 ESRS, and related requirements. 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 website 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 website 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 assurance of the SAP Group combined sustainability 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 and sustainability reporting, 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 (which are unaudited) 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 and the sustainability reporting 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 and, if legally required, also the sustainability reporting 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 15, 2024, our shareholders elected BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg (BDO) as SAP SE's and SAP Group's new auditor and sustainability reporting auditor for fiscal year 2024. BDO has been the auditor of SAP's financial statements and consolidated financial statements since fiscal year 2023. BDO ensures, through an internal rotation procedure, that the audit activities are performed at proper arm's length to the Company. Jens Freiberg has been the auditor responsible for the audit since fiscal year 2023.

Walldorf, Germany, February 18, 2025

Executive Board and Supervisory Board of SAP SE

Appendix: Qualification Matrix of the SAP SE Supervisory Board, as at February 18, 2025

Appendix

Qualification Matrix of the Members of the SAP SE Supervisory Board, as at February 18, 2025

	Tenure		Diversity		Fields of Expertise*						
	First elected	Term expires	Gender	Nationality	Innovation, Research & Development	Software Industry	Finance and Accounting	Strategy	Human Resources and Social Responsibility	Supervision, Monitoring, Corporate Governance and Business Conduct	Environmental Responsibility
Dr. h. c. mult. Pekka Ala-Pietilä, Chairperson	2024	2026	male	Finnish	•	•	•	•	•	•	•
Lars Lamadé, Deputy Chairperson	2002	2029	male	German		•		•	•	•	
Jakub Černý	2024	2029	male	Czech		•		•			
Pascal Demat	2024	2029	male	Belgian		•	•		•		•
Aicha Evans	2017	2028	female	U.S. American	•	•	•	•	•	•	
Andreas Hahn	2024	2029	male	German	•	•		•	•	•	
Prof. Dr. Ralf Herbrich	2024	2028	male	German	•	•		•	•		•
Margret Klein-Magar	2012	2029	female	German	•	•	•	•	•	•	
Jennifer Xin-Zhe Li	2022	2027	female	Canadian	•		•	•	•	•	
Dr. Qi Lu	2020	2027	male	U.S. American	•	•		•			
César Martín	2024	2029	male	Spanish	•	•	•		•	•	
Gerhard Oswald	2019	2026	male	German	•	•	•	•	•	•	
Dr. Friederike Rotsch	2018	2028	female	German			•	•	•	•	
Nicolas Sabatier	2024	2029	male	French	•	•	•	•	•		•
Dr. Eberhard Schick	2024	2029	male	German		•			•	•	
Nina Straßner	2024	2029	female	German		•		•	•	•	
Dr. Rouven Westphal	2021	2026	male	German		•	•	•	•		
Dr. Gunnar Wiedenfels	2019	2026	male	German			•	•	•	•	

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