

# The Depository Trust Company

# IMPORTANT

**B#:** 3250

**DATE:** April 05, 2002

**TO:** All Participants

**CATEGORY:** Proxy

**FROM:** DTC Proxy Department

**ATTENTION:** Proxy/Reorganization Manager

**SUBJECT:** SAP AG  
American Depositary Shares  
CUSIP #803054 20 4

The Bank of New York ('BNY'), Depository for the above captioned American Depositary Shares, has advised DTC that SAP AG ("SAP"), the issuer of the preferred shares underlying these ADS's, is holding its Annual General Meeting on May 3, 2002. SAP advises BNY that under German Law, shareholders wishing to vote at the Meeting must, among other matters, effectively own shares on the day of the meeting itself.

To enable U.S. holders of SAP ADS's to vote at the meeting, The Bank of New York has established a record date of March 27, 2002. Persons who hold SAP ADSs March 27, 2002 and on the day of the meeting and wish to vote the ordinary shares underlying their ADSs (subject to any applicable requirements or restrictions under German Law or under The Company's Articles of Association) may provide instructions to The BNY by . Participants must provide such instructions to BNY by April 19, (5:00pm est,2002) . Participants must follow the procedures described below.

To provide BNY with assurance that ADSs on which it has received voting instructions from a Participant will still be held in that Participant's account on the meeting date, DTC has agreed to segregate positions on which voting instructions have been filed under a separate contra-CUSIP number. The number to be used for this purpose is (803054 79 0). A Participant filing voting instructions with BNY on a position in its DTC account will be asked to provide BNY as a part of those instructions a letter authorizing DTC to have its nominee, Cede & Co., execute a proxy on the Participant's behalf and to take certain actions (described below). The form of the authorization letter and the proxy are attached, extra copies will be available from James Kelly at BNY ADRs (646) 885-3285

BNY will advise DTC of all voting instructions received under this procedure and provide DTC with the proxy forms and the authorization letters signed by Participants relating to those instructions. For each such instruction, DTC will then execute the proxy, temporarily deduct the position being voted from the Participant's holdings under the SAP ADSs CUSIP (803054 20 4), temporarily credit the position to an account maintained for BNY, and indicate that movement in the Participant's account under the SAP ADSs contra-CUSIP (803054 79 0). DTC will return this position to the Participant's account under the base CUSIP number upon instructions from BNY once the voting has been completed, this should occur on May 6, 2002.

Inquiries regarding this notice should be directed to Steven McGregor at (212) 855-5198 or Kathy Caziarc at (212) 855-5201.

Joseph Raniere

Manager

Attachments

**THE DEPOSITORY TRUST COMPANY  
55 WATER STREET  
NEW YORK, NY 10041  
VIA FACSIMILE: (212) 855-5182**

**VIA FACSIMILE: (646) 885-3043**

THE BANK OF NEW YORK, AS DEPOSITARY ('BNY')  
620 AVENUE OF THE AMERICAS, 6<sup>TH</sup> FLOOR  
NEW YORK, NY 10011  
ATTN: JAMES KELLY  
ADR DEPARTMENT

FOR PURPOSES OF ATTENDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF SAP AG , A CORPORATION ORGANIZED UNDER THE LAWS OF GERMANY ("THE COMPANY"), TO BE HELD IN GERMANY, ON MAY 3, 2002, (THE "MEETING"), TO ADDRESS AND VOTE THEREAT.

CEDE & CO., THE NOMINEE OF THE DEPOSITORY TRUST COMPANY, ('DTC') CERTIFIES THAT ON THE INSTRUCTIONS OF THE PARTICIPANT NAMED BELOW, DTC HAS DELIVERED TO A DTC ACCOUNT MAINTAINED ON BEHALF OF BNY THE NUMBER OF AMERICAN DEPOSITORY SHARES ('ADSs'), SPECIFIED BELOW, WHICH ADSs REPRESENT AMERICAN DEPOSITORY SHARES OF THE COMPANY, UNTIL THE BANK OF NEW YORK ADVISES DTC THAT THE MEETING HAS CONCLUDED. CEDE & CO. HEREBY APPOINTS SUCH PARTICIPANTS AS ITS AGENT AND PROXY TO GIVE OR CONFIRM ALL SUCH INSTRUCTIONS TO BNY AS MAY BE NECESSARY OR APPROPRIATE TO IDENTIFY THE BENEFICIAL OWNER (S) OF THE NUMBER OF ADSs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT OR THE BENEFICIAL OWNER (S) OF THE ADS'S REPRESENTED BY THE ADSs SPECIFIED BELOW TO ATTEND AND ADDRESS THE MEETING AND VOTE THEREAT.

THIS PROXY IS REVOCABLE ANY TIME AND IN ANY MANNER, INCLUDING BUT NOT LIMITED TO THE FILING BY CEDE & CO., WITH BNY OF AN INSTRUMENT SIMILAR TO THIS INSTRUMENT RELATING TO THE VOTING OF ADS' SPECIFIED BELOW AT THE MEETING. THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS AND INSTRUCTIONS SPECIFIED HEREIN.

\_\_\_\_\_  
NAME OF PARTICIPANT

\_\_\_\_\_  
NUMBER OF AMERICAN DEPOSITORY SHARES

DATED: \_\_\_\_\_ 2002

\_\_\_\_\_  
FACSIMILE SIGNATURE OF CEDE & CO.

**THE DEPOSITORY TRUST COMPANY  
55 WATER STREET  
NEW YORK, NY 10041**

\_\_\_\_\_, 2002

The Depository Trust Company  
55 Water Street – 50<sup>th</sup> Floor  
New York, NY 10041

RE: SAP AG CUSIP #803054 20 4  
DTC Account #: \_\_\_\_\_  
Number of ADSs \_\_\_\_\_

Gentlemen:

In order to enable the beneficial owner (s) of the number of specified above (the 'Deposited ADSs') of SAP AG American Depositary Shares to vote at the Annual General Meeting of Shareholders of scheduled to be held on May 3, 2002, please take the following actions:

- (1) Have your nominees, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADS's and make the signed Proxy available for pick-up by The Bank of New York, ('BNY'); and
- (2) Deliver the Deposited ADSs from the undersigned's above-referenced account to an account with you maintained on behalf of BNY until BNY instructs you to return the Deposited ADS's to the undersigned's above-referenced account.

The undersigned certifies to you that the Deposited ADSs were on March 27, 2002 and are on the date hereof, on deposit in the undersigned's above-referenced account.

Very truly yours,

\_\_\_\_\_  
(Print Participant's Name)

\_\_\_\_\_  
(Signature) and (Medallion Stamp)

\_\_\_\_\_  
(Print Name)

\_\_\_\_\_  
Title