

The Depository Trust Company

IMPORTANT

B#: 3307

DATE: April 25, 2002

TO: All Participants

CATEGORY: Proxy

FROM: DTC Proxy Department

ATTENTION: Proxy/Reorganization Manager

SUBJECT: NERA A.S.A
American Depositary Shares
CUSIP #640806 10 5

The Bank of New York ('BNY'), Depository for the above captioned American Depositary Shares(ADS), has advised DTC that NERA A.S.A., the issuer of the ordinary shares underlying these ADS's, is holding its Annual General Meeting on May 23, 2002. Nera advises BNY that under Norwegian 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 Nera ADS's to vote at the meeting, The Bank of New York has established a record date of April 16, 2002. Persons who hold Nera ADSs April 16 , 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 Norwegian Law or under Nera's Articles of Association) may provide instructions to The BNY . Participants must provide such instructions to BNY by May 9, 2002. For information participants may contact The Bank of New York attn: Laura Martincich at (646) 885-3289. In addition, 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 (640806 99 8). 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 the Bank of New York.

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 Nera ADSs CUSIP (640806 105), temporarily credit the position to an account maintained for BNY, and indicate that movement in the Participant's account under the Nera ADSs contra-CUSIP (640806 99 8). 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 24, 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: (646) 885-3043

THE BANK OF NEW YORK, AS DEPOSITARY ('BNY')
620 AVENUE OF TH AMERICAS, 6TH FLOOR
NEW YORK, NY 10011
ATTN: LAURA MARTINCICH
ADR DEPARTMENT

FOR PURPOSES OF ATTENDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF SAP AG , A CORPORATION ORGANIZED UNDER THE NORWEGIAN COMPANY LAW ("THE COMPANY"), TO BE HELD IN NORWAY, ON MAY 23, 2001, (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 – 50th 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 23, 2001, 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 April 16, 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 and (Telephone number)