

Exchange Rates

The sales prices for our ordinary shares traded on German stock exchanges are denominated in euro. Fluctuations in the exchange rate between the euro and the U.S. dollar affect the dollar equivalent of the euro price of the ordinary shares traded on the German stock exchanges and, as a result, may affect the price of the ADRs traded on the NYSE in the United States. See “[Item 9. The Offer and Listing](#)” for a description of the ADRs. In addition, SAP SE pays cash dividends, if any, in euro. As a result, any exchange rate fluctuations will also affect the dollar amounts received by the holders of ADRs on the conversion into dollars of cash dividends paid in euro on the ordinary shares represented by the ADRs. Deutsche Bank Trust Company Americas is the depositary (the Depositary) for SAP SE’s ADR program. The deposit agreement with respect to the ADRs requires the Depositary to convert any dividend payments from euro into dollars as promptly as practicable upon receipt. For additional information on the Depositary and the fees associated with SAP’s ADR program see “[Item 12. Description of Securities Other Than Equity Securities — American Depositary Shares](#).”

For details on the impact of exchange rate fluctuations see “[Item 5. Operating and Financial Review and Prospects — Foreign Currency Exchange Rate Exposure](#)”.

Dividends

Dividend Distribution Policy

Dividends are jointly proposed by SAP SE’s Supervisory Board (Aufsichtsrat) and Executive Board (Vorstand) based on SAP SE’s year-end stand-alone statutory financial statements, subject to approval by the Annual General Meeting of Shareholders. Dividends are officially declared for the prior year at SAP SE’s Annual General Meeting of Shareholders. SAP SE’s Annual General Meeting of Shareholders usually convenes during the second quarter of each year. Beginning with the dividends payable for the 2017 fiscal year and in accordance with a change of the German Stock Corporation Act that aims to implement joint market standards in Europe for corporate actions processing, dividends are remitted to the custodian bank on behalf of the shareholders on the third business day following the Annual General Meeting of Shareholders. Record holders of the ADRs on the dividend record date will be entitled to receive payment of the dividend declared in respect of the year for which it is declared. Cash dividends payable to such holders will be paid to the Depositary in euro and, subject to certain exceptions, will be converted by the Depositary into U.S. dollars.

Dividends paid to holders of the ADRs may be subject to German withholding tax. See “[Item 8. Financial Information — Other Financial Information — Dividend Policy](#)” and “[Item 10. Additional Information — Taxation](#),” for further information.

Annual Dividends Paid and Proposed

The following table sets forth in euro the annual dividends paid or proposed to be paid per ordinary share in respect of each of the years indicated. One SAP ADR currently represents one SAP SE ordinary share. Accordingly, the final dividend per ADR is equal to the dividend for one SAP SE ordinary share and is dependent on the euro/U.S. dollar exchange rate. The table does not reflect tax credits that may be available to German taxpayers who

receive dividend payments. If you own our ordinary shares or ADRs and if you are a U.S. resident, refer to “[Item 10. Additional Information — Taxation](#),” for further information.

Year Ended December 31,	Dividend Paid per Ordinary Share	
	€	US\$
2015	1.15	1.30 ⁽¹⁾
2016	1.25	1.37 ⁽¹⁾
2017	1.40	1.65 ⁽¹⁾
2018	1.50	1.68 ⁽¹⁾
2019 (proposed)	1.58 ⁽²⁾	1.73 ^{(2), (3)}

⁽¹⁾ Translated for the convenience of the reader from euro into U.S. dollars at the Noon Buying Rate for converting euro into U.S. dollars on the dividend payment date. The Depositary is required to convert any dividend payments received from SAP as promptly as practicable upon receipt.

⁽²⁾ Subject to approval at the Annual General Meeting of Shareholders of SAP SE currently scheduled to be held on May 15, 2020.

⁽³⁾ Translated for the convenience of the reader from euro into U.S. dollars at the Noon Buying Rate for converting euro into U.S. dollars on February 7, 2020 of US\$1.0950 per €1.00. The dividend paid may differ due to changes in the exchange rate.

The amount of dividends paid on the ordinary shares depends on the amount of profits to be distributed by SAP SE, which depends in part upon our financial performance. In addition, the amount of dividends received by holders of ADRs may be affected by fluctuations in exchange rates (see “[Item 3. Key Information — Exchange Rates](#)”). The timing, declaration, amount and payment of any future dividend will depend upon our future earnings, capital needs and other relevant factors, in each case as proposed by the Executive Board and the Supervisory Board of SAP SE and approved by the Annual General Meeting of Shareholders.

In light of SAP’s strong financial performance and healthy balance sheet, the Supervisory Board of SAP SE approved, on November 4, 2019, the Executive Board’s plan for enhanced capital return in 2020. Under this new program, the Company intends to repurchase shares and/or issue a special dividend with a combined volume of €1.5 billion by December 31, 2020.