

EXHIBIT I

Safe Passage

Global Sales Guide

April, 2005

THE BEST-RUN BUSINESSES RUN SAP



Safe Passage

- **Safe Passage Update**
- **Campaign Policies and Scenarios**
- **Selling Tools & Messaging**
- **The Case for mySAP ERP**
- **Lead Management Process**
- **Incentives**

Safe Passage is a comprehensive offering for SAP customers running solutions from PeopleSoft and JD Edwards.

SAP will treat these companies as if they were existing R/3 customers, providing them with the comfort and flexibility to plan their maintenance and software migration strategies at their own pace.

To meet customer needs, SAP has acquired TomorrowNow, the industry's most experienced third-party provider of enterprise maintenance and support for customers of PeopleSoft and JD Edwards.

The Safe Passage offering gives enterprises a clear roadmap to the next generation of business software.

“Convert and Contain”

Goal:

Our objective is to convert the majority of the PeopleSoft and J.D. Edwards customer base to SAP and contain Oracle’s potential growth in the next generation application market.

Strategy:

By offering full maintenance and support of PeopleSoft and J.D. Edwards systems, migration tools, and favorable upgrade licensing terms to mySAP ERP and SAP NetWeaver™, SAP will siphon off the cash flow that Oracle needs to build or acquire its next generation applications. SAP will establish or re-invigorate relationships with potentially thousands of new and existing customers.

Target Audience:

SAP clients with active investments in PeopleSoft products (Enterprise, EnterpriseOne, World) at the corporate level and/or plant/division level. The US has just expanded the program to include all former JDE and PeopleSoft customers.

Maintenance

- Maintenance support for existing PeopleSoft (PSFT) or JD Edwards (JDE) implementations will be provided by newly-acquired company, TomorrowNow
- Provided at current SAP rates

Applications

- Customers who license mySAP will receive a credit of up to 75% on previous investment in PSFT or JDE
- Immediate benefits of integrating entire landscape on an open, scalable platform
- Leverage SAP NetWeaver™* to drive innovation by composing and running new processes across heterogeneous environment

Migration Support

- Extend IT infrastructure with SAP NetWeaver*, the proven integration and application technology platform
- Migrate to mySAP at own pace with support from SAP

* included with your mySAP license

What is TomorrowNow?

- TomorrowNow is the largest independent third-party provider of software maintenance and support services for PeopleSoft applications.

What Value Does TomorrowNow Deliver?

- TomorrowNow offers an alternative to PeopleSoft's annual maintenance and support services.
- Support is provided on a 24x7 basis, with a 30-minute live-response guarantee.
- TomorrowNow supports current (and some retired) releases, including PeopleSoft Enterprise and the former J.D. Edwards products, World and EnterpriseOne (OneWorld).
- Clients receive technical fixes plus tax and regulatory updates needed to remain on their current release without having to perform upgrades.

Safe Passage Announced in North America on January 19

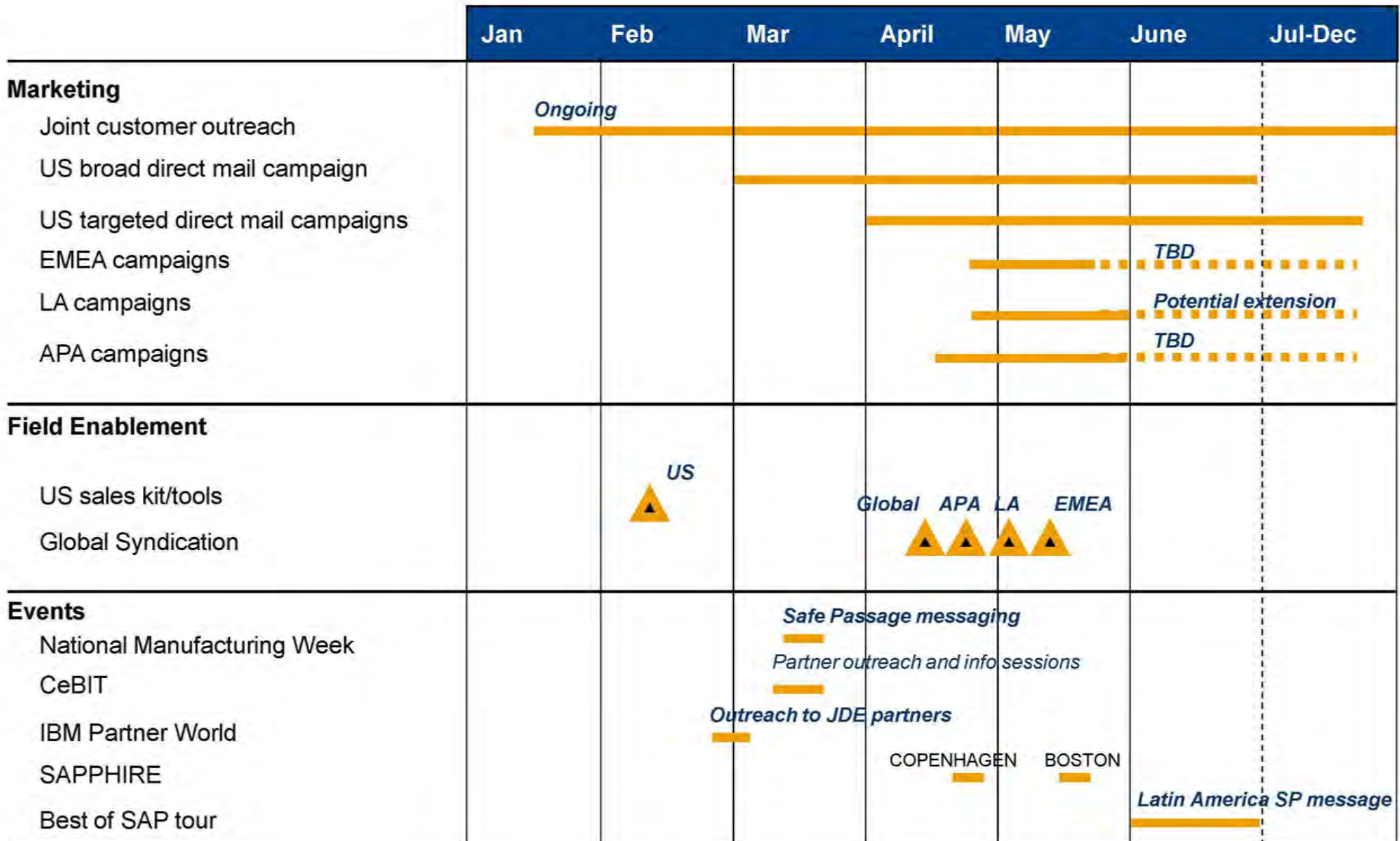
- Press release & Wall Street Journal article
- Conducted executive outreach program, contacting 500 target accounts
- Purchased non-customer mailing lists
- Currently launching non-customer direct mail campaigns aimed at IT and C-Level audience
 - ◆ To be followed by segmented mail initiatives with Line of Business or Industry focus
- Marketing mix also includes Public Relations, Analyst Relations, Business Forums, SAPPHIRE, etc.
- Tracking in CRM for SAP

Global Roll Out Commenced on February 15

- Global project management team established
- Global Terms & Conditions finalized and initial schedule for TomorrowNow maintenance service support outlined
- Consistent KPI tracking approach defined for regional leaders
- Actual KPIs and KPI reporting to be driven by regions
- Exact timing of country-based roll-out to be determined by regions

- **SAPPHIRE Activities Have Been Coordinated and Syndicated**
 - ◆ **Created integrated strategy document summarizing Safe Passage approach and tactics for presence at SAPPHIRE**
 - ◆ **Syndicated SAPPHIRE strategy and implementation plan with key stakeholders including regional marketing leaders and SAPPHIRE project management**
 - ◆ **Initiated development of tracking process for Safe Passage target customers in EMEA**

Safe Passage Program Timeline (as of March 30)



Safe Passage

- Safe Passage Update
- Program Policies and Scenarios
- Selling Tools & Messaging
- The Case for mySAP ERP
- Lead Management Process
- Incentives

- **Applies to all PSFT/JDE customers**
 - ◆ Focus is on joint SAP customers
 - ◆ Will not turn down new PSFT/JDE customers, even if they intend to initially convert on a partial basis
 - ◆ No plans to target Oracle installations

- **Sales process led by SAP with mySAP ERP value proposition and TomorrowNow Safe Passage maintenance offering**
 - ◆ Customers may elect to only purchase TomorrowNow support without license
 - ◆ Conversion credit applies to mySAP license deals exclusively
 - ◆ Software sales process handled by SAP
 - ◆ PSFT/JDE maintenance sales process handled by TomorrowNow

- **Customer receives 75% credit only for those licenses they convert; full conversion targeted**

- **Do not ask customer to see contract**
 - ◆ Conversion is calculated using a PSFT/JDE Investment Form, provided by SAP
 - ◆ Form identifies *range* of financial investment customer has made with PSFT/JDE solutions

- **Must be made clear that purchasing/upgrading SAP license and purchasing maintenance services from TomorrowNow ARE TWO SEPARATE DECISIONS**

- **Always engage TomorrowNow to write maintenance support contract**
- **If customer does not want to convert, but is interested in maintenance support only, please pass this lead to TomorrowNow**
- **All contracts must be reviewed and approved by local Contracts/Pricing, Legal and Revenue Recognition**
- **TomorrowNow is ready to offer Safe Passage maintenance terms globally. Support will be serviced out of US until regional TomorrowNow hubs become operational (planned for end of 2Q 2005)**
- **Current TomorrowNow annual support fee is 10% of the licensed software from JDE or PSFT**

SAP's press release indicated that the 75% conversion credit applies to mySAP ERP. What if the customer buys mySAP Business Suite or mySAP CRM?

■ **If the customer is licensing mySAP ERP**

- ◆ Eligible for full conversion credit (see *mySAP Conversion Credit Policy*).
- ◆ Credit = 75% of what they previously spent on PSFT/JDE licenses.

■ **If the customer is licensing mySAP Business Suite or mySAP CRM**

- ◆ Eligible for conversion credit of up to 75% (see *mySAP Conversion Credit Policy*).
- ◆ Exact amount depends on the ratio of the financial value of the Business Suite deal to the previously-spent license fees.
- ◆ The SAP Quotation Tool (*available at quicklink: SAPnet/Pricing*) will calculate the exact amount.

For an existing SAP R/3 customer, do I add the R/3 conversion and the Safe Passage conversion to calculate a total credit?

- It is possible for a joint SAP R/3 and JDE/PSFT customer to qualify for both credits. (See *Safe Passage Conversion Tree* in the *Global Terms & Conditions FAQ*)

My customer bought JDE/PSFT several years ago. What conversion credit do they get?

- There is no cut-off date related to the time when the customer licensed JDE/PSFT software. However, conversion credits will decrease as of 2006 (see *mySAP Conversion Credit* policy).

What is the minimum amount that a customer must license to be eligible for the conversion credit?

- Minimum net license revenue threshold = €100,000.
- Net license amount prior to the application of the credit must be greater than the previously paid license fees.

The customer previously licensed mySAP. They want SAP to support their JDE/PSFT software, but there is no mySAP revenue opportunity. Can SAP provide this support?

- **No. Pass this lead to TomorrowNow**

A JDE/PSFT customer has 5000 seats, but 2000 are not being used. They are only licensing 3000 seats with SAP. How do I calculate the conversion credit?

- **SAP will provide credit and mySAP maintenance support only for the number of users converted.**

***Refer to Global Terms & Conditions FAQ
and SMI link for more information***

PSFT mySAP ERP Safe Passage Example

Software license fees previously paid for PSFT =	\$500,000
////////////////////////////////////	
New mySAP ERP List Price =	\$1,000,000
Less: Standard Volume Discount - 15%	<u>(150,000)</u>
Standard Net License Fee	850,000
Less: Additional negotiated discount - (if approved)	<u>(200,000)</u>
Net Net License Fee	650,000 *
Conversion Credit (75% of \$500K)	<u>(375,000)</u>
Net amount payable	<u>\$ 275,000</u>

////////////////////////////////////

*Since the Net Net License fee is greater than the previously spent license fees of \$500K the customer qualifies for the conversion credit of 75% of their previously spent license fees.

If the Net Net License fee were less than the previously spent license fees of \$500K, the customer would **NOT** qualify for the conversion credit.

The maintenance base will be the Standard Net License fee or the Net Net License Fee, if approved (i.e., amount prior to the application of the Credit). In this example the maintenance base would be \$850K or \$650K, if approved.

TO BE DEFINED/ADPATED BY REGION

SAP is launching a 2-day workshop designed to give PeopleSoft and JD Edwards customers a thorough understanding of the migration steps and costs involved with moving to mySAP ERP

The Safe Passage Assessment will yield:

- **A PSFT/JDE to mySAP ERP *Conversion Proposal*, containing detailed information on:**
 - ◆ **Implementation timelines**
 - ◆ **Implementation costs**
 - ◆ **Migration plan**

The Safe Passage Assessment Package will include:

- **Proposal templates**
- **Step-by-step guides on how to conduct the workshop**
- **PeopleSoft and JD Edwards conversion roadmaps**

- **TomorrowNow deal is sensitive.**
- **Draft all of your documents under the assumption that they may end up being read by our competition's attorneys, or by the public.**
- **Your documents may also form the basis for questioning of SAP employees and executives by our competition's attorneys.**

- **Certain documents may be withheld from production to Oracle if they are "attorney client privileged."**
- **Documents sent between business people within SAP are generally not privileged.**
- **Documents sent between SAP and a third party are generally not privileged.**
- **Just putting an attorney on the "to" or "cc" line doesn't make the document privileged.**
- **A document is only privileged if it is a communication between a lawyer and a client for purposes of giving/receiving legal advice.**

- Safe Passage Update
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- Lead Management Process
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- Global Terms & Conditions FAQ
- Customer Presentation
- Customer Brochure
- Competitive Sales Guides and Battlecards
- Customer References- Recent JDE/PSFT replacements
- Letter Templates, “Thank you”
- Guide to Localizing

SMI: Search Term “Safe Passage”

The screenshot displays the SAP Sales and Marketing Intranet interface. The main content area is titled "Competitive & Market Intelligence" and features a search result for the term "Safe Passage". The search results are organized into several sections:

- Competitive & Market Intelligence Home**: A list of links including "Competitive Intelligence", "Market Intelligence", "Competitive Bidde Calls", "Customer Satisfaction Survey", "Local Competitive Intelligence Contacts", "Global Competitive Intelligence Contacts", and "SAP Corporate Profile".
- Availability**: A list of links including "Sales Response List", "Toll & Travel Request Form", and "Safe Passage".
- Advanced Search**: A section indicating "No results available".
- Competitive & Market Intelligence**: A detailed article titled "SAP Safe Harbor Campaign, The Solution for PeopleSoft and J.D. Edwards Customers". The article discusses the acquisition of PeopleSoft by Oracle in 2004 and the resulting uncertainty for SAP customers. It includes a "Powerful Offers for PeopleSoft and J.D. Edwards Customers Considering a Replacement" section with bullet points detailing SAP's commitment to credit, low-cost data conversion, and AE/Selling Tools. It also includes "Customer References" and "Press Analyst Information" sections.

There’s a problem in the industry...

The IT strategies of many enterprises have been put at risk because of Oracle’s hostile takeover of PeopleSoft and the former J.D. Edwards.

- As the IT industry consolidates and IT budgets remain under pressure, enterprises must constantly re-evaluate their IT strategies to foster innovation and maintain a competitive advantage.
- It is unclear how Oracle will deliver business solutions and support for their incompatible, newly-acquired product families, especially when the company has signaled an intention to dramatically reduce its technical and customer support resources.
- For at least two to three years, PeopleSoft and J.D. Edwards customers will have to choose between two equally unpleasant scenarios: the disruption of a major migration to Oracle or foregoing the added functionality that helps manage crucial industry challenges

“We Care” Messaging

It's not enough to provide the best business software. As the market leader, we must help customers leverage their IT investments to become best-run businesses.

Moving from a Safe Harbor to a Safe Passage:

With more than 30 years of steady growth and stable management, SAP has been an exceptionally reliable partner for our customers. We offer the world's most comprehensive family of business solutions, specifically tailored to more than 25 distinct industries in 120 countries around the world and driven by the industry's largest investment in research and development.

For many of our customers, the world has been changed by Oracle's hostile acquisitions. In response to this major disruption, SAP is committed to providing a safe passage for our customers who also have investments in PeopleSoft and J.D. Edwards. SAP will provide a roadmap to protect their investments and evolve to the next generation of business solutions.

Safe Passage:

SAP provides customers who have deployed PeopleSoft and J.D. Edwards systems with a flexible solution that includes SAP applications, technology and maintenance services. This gives companies a safe passage away from the uncertainties arising from the hostile takeover of PeopleSoft and a roadmap to evolve to the next generation of business solutions.

Safe Passage features three fundamental elements:

1. **Maintenance of PeopleSoft and J.D. Edwards applications** -- so that companies can leverage existing investments and add new resources at a time and pace based on their individual requirements.
2. **SAP NetWeaver** – the technology foundation that helps them immediately integrate their diverse IT landscape with one open platform, enabling flexible business processes across the entire company.
3. **mySAP ERP** – a complete ERP solution that enables customers to take advantage of SAP's industry-specific expertise and helps solve real-time business issues on an operational as well as strategic level.

- Superior functionality
- Commitment to industries
- Lower TCO due to database neutrality, flexible upgrade process, and ease of integration with other vendors' applications
- SAP NetWeaver
- Delivers greater value by enabling business process re-engineering based on SAP Best Practices

Source: CMI Oracle Battlecard

■ Weak industry support

- ◆ Oracle generally sells horizontally across industries. The company has industry-specific features for about 12 industries but they are generally narrow and seldom match the depth and breadth of SAP's industry-specific functionality for 23 industries.
- ◆ Oracle's marketing and sales makes it appear that the company supports specific industries, but an examination of their solution maps shows that their offerings tend to be generic.
- ◆ Oracle does not have internal industry expertise. Instead it relies on that from partners.

■ Poor quality software

- ◆ Oracle 11i is estimated to have more than 10,000 bugs. This resulted in approximately 10 releases in less than 4 years. Patches and fixes also had bugs, which meant that some customers had to upgrade to the next release in order to fix the problems.
- ◆ SAP has a reputation for providing high-quality software. Unlike Oracle, SAP is ISO-9001 certified.

■ Weak integration support

- ◆ Oracle is over two years behind SAP in developing effective solutions to support integration. Until January 2004, Oracle reluctantly supported integration with other vendor's software because it wanted (and still does) customers to buy everything from Oracle.
- ◆ The company has now begun to imitate SAP and NetWeaver by talking more about integration support, but the industry and the marketplace remain unconvinced..

SAP Attack Plan Against Oracle

■ SAP is better than Oracle at protecting current IT investments

- ◆ Oracle applications only work on the Oracle database. To achieve the full benefits claimed by Oracle, customers have to buy the entire Oracle technology stack - database, application server, and applications. Oracle has a history of making customers upgrade to the latest version of the Oracle database to successfully implement their business applications.

■ SAP is better than Oracle at protecting future IT investments

- ◆ With Oracle's "one database" approach, customers have to upgrade all of their applications at the same time (while also upgrading their database and application server). With SAP, customers can upgrade applications separately, at their own pace.
- ◆ Oracle only works on Oracle databases. This means customers cannot use lower cost databases such as Microsoft or MYSQL (open source). SAP applications run on any database.

■ Oracle's SCM application is immature

- ◆ Oracle's best position in the three SCM magic quadrants is fourth. SAP is the best positioned in all three SCM magic quadrants (Discrete, Process, and Distribution). Oracle does not have a single large SCM reference customer.

■ Oracle's PLM is weak

- ◆ According to META Group, SAP's PLM application is stronger than those of Oracle and PeopleSoft. (June, 2003)

Source: CMI Oracle Battlecard

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mySAP ERP The Enabler of Business Change

STRATEGIC BUSINESS INSIGHT

- Strategic enterprise management
- Embedded analytics
- Insight to all processes

DIFFERENTIATION FOR TOP LINE GROWTH

- Innovative, new business proc.
- Collaboration with the entire eco-system
- Enables custom composite apps

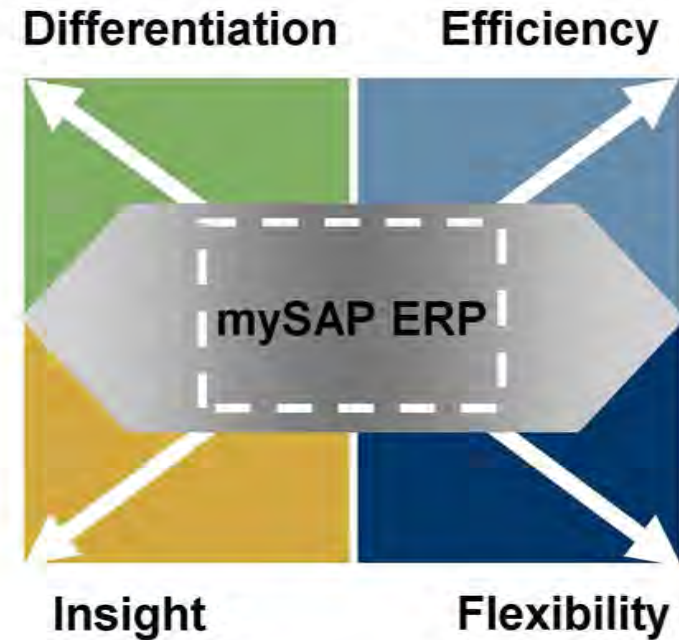
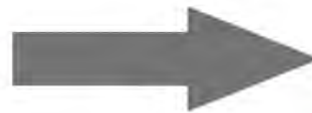
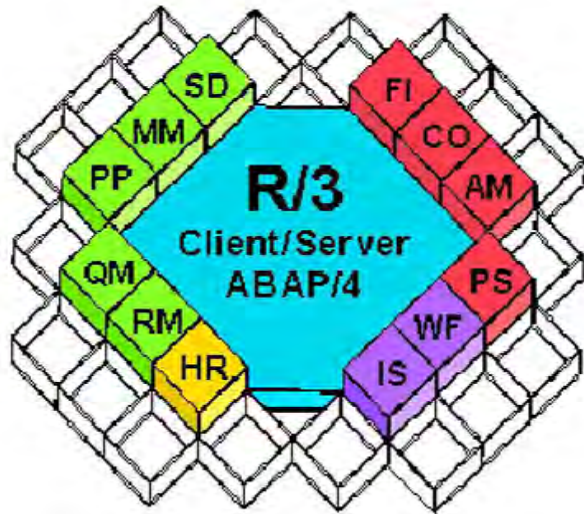
PRODUCTIVITY AND EFFICIENCY FOR BOTTOM LINE GROWTH

- User productivity
- Automation and Standardization
- Shared services delivery
- Out-Tasking

FLEXIBILITY TO ACT TODAY

- Service oriented via Enterprise Services Architecture
- Powered by SAP NetWeaver, the open technology platform

Overview of Key Differences SAP R/3 → mySAP ERP



Client/Server Architecture	—————>	Enterprise Services Architecture
Web Application Server	—————>	Powered by SAP NetWeaver
Transactional user	—————>	Business user
Data-centric	—————>	Message-centric
Enterprise processes	—————>	End-to-end processes
Real-time data processing	—————>	Real-time business

Examples of mySAP ERP

- Financial supply chain management
- New general ledger
- RFID enabled scenarios
- Internet sales
- Product Modeling
- Performance management
- Industry support
- New collaboration options

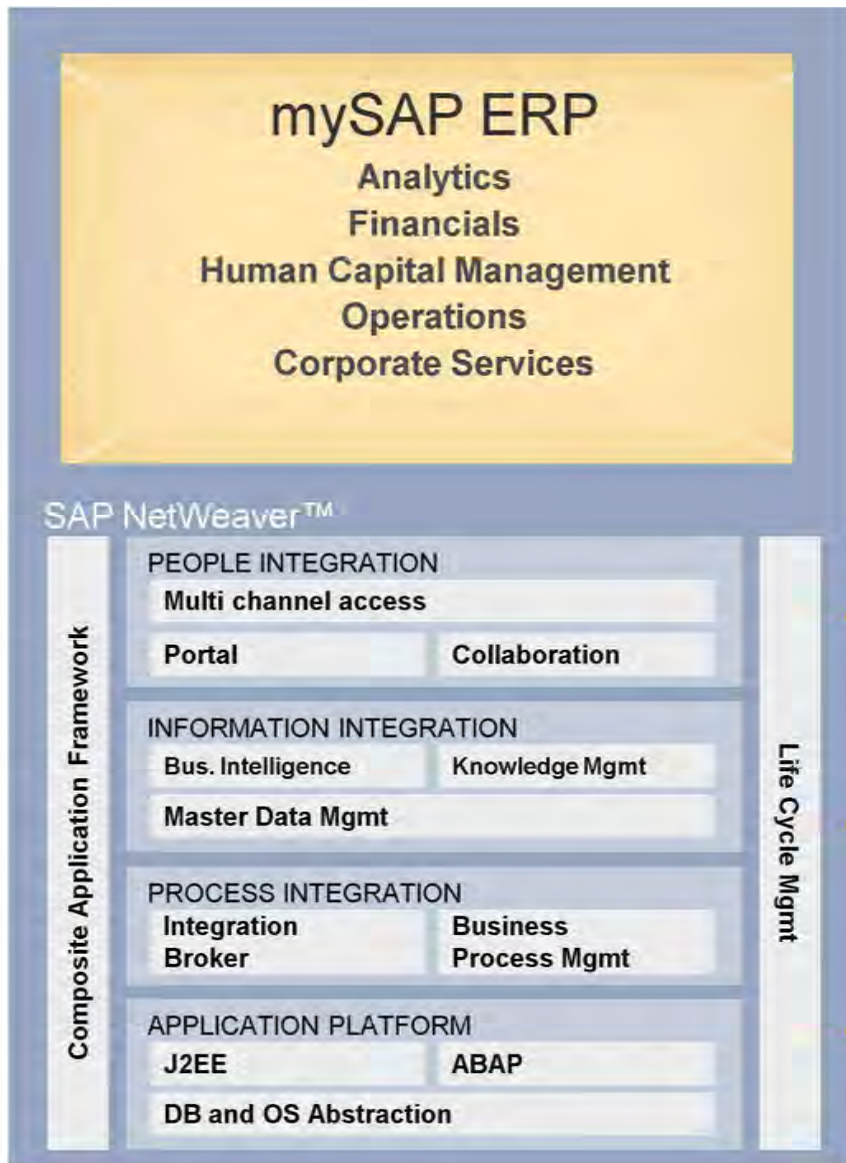
- Roles based functionality
- Self Services - MSS / ESS
- Travel management
- E-Recruiting / Learning
- Self service requisitioning



- Analytics
- Strategic Enterprise Management
- Corporate governance
- Sarbanes Oxley
- Corporate Compliance

- ESA Enablement
- Open technology platform
- Guided procedures
- Adobe® forms
- Knowledge management
- Portal
- Mobile scenarios

What Value Does SAP NetWeaver Add to mySAP ERP?



SAP NetWeaver provides mySAP ERP with a comprehensive integration platform:

- Out-of-the-box integration
- A unified foundation for all ERP applications
- A platform for extending mySAP ERP and integrating non-SAP solutions

Resulting benefits include:

- People-centric usability
- Flexibility to integrate new requirements, processes and applications
- Enterprise-wide transparency
- Embedded analytics
- Extendible ERP business processes

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- Call to Action

TO BE DEFINED/ADAPTED BY REGION

- 1. Activity – Predefined set of Target accounts**
- 2. Lead – Target has expressed interest in Safe Passage program**
- 3. Opportunity – Standard SAP Opportunity definition**

Metrics to be tracked on conversion of activities to leads to opportunities

Safe Passage: CRM Input Criteria

1. Is the Target Account Fit For the Safe Passage Program?

Yes – proceed to question #2

No – Why? (CRM Activity Update - completed)

Check all that apply:

- Not a PSFT Customer
- Not a JDE Customer
- Not an SAP Customer

TO BE DEFINED/ADAPTED BY REGION

2. Interest Determination?

Yes – proceed to question #3

No (CRM Activity Update - completed)

3. TomorrowNow Only Lead?

Yes (CRM Activity Update - completed)

No (CRM Activity Update – upgrade to Lead)

4. Lead Determination:

Accept as Opportunity

Reject Why -> Select One

- | | | |
|--|---|--|
| <input type="checkbox"/> Company Merger | <input type="checkbox"/> Management Re-organization | <input type="checkbox"/> Project postponed |
| <input type="checkbox"/> In Escalation | <input type="checkbox"/> Existing Opportunity | <input type="checkbox"/> Solution Already Licensed |
| <input type="checkbox"/> No SAP Solution Available | <input type="checkbox"/> No Budget available | <input type="checkbox"/> Requirement Present |
| <input type="checkbox"/> Budget Withdrawn | <input type="checkbox"/> Subsidiary of Global Deal | <input type="checkbox"/> Customer is insolvent |
| <input type="checkbox"/> Transferred to Indirect Channel | | |
| <input type="checkbox"/> SAP Solution doesn't fit business requirements | | |
| <input type="checkbox"/> Competitive product selected for customer project | | |

5. Is This an Executive Outreach Account?

Yes

No

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