

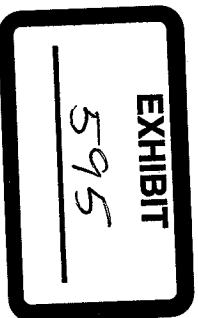
Safe Passage:

Winning Customers and Markets From Oracle-PeopleSoft-J.D. Edwards

January 20, 2004

CONFIDENTIAL

THE BEST-RUN BUSINESSES RUN SAP 



SAP-OR 00299495

HIGHLY CONFIDENTIAL INFORMATION - ATTORNEYS' EYES ONLY

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
Case #: 07-cv-01658-PJH
PLNTF EXHIBIT NO. 0024
Date Admitted: _____
By: _____
Nichole Heuerman, Deputy Clerk

Analyst Support

"We knew that you would make a move...but not like this. Great strategy, great acquisition, toast to you."

"This is a great option for mid-market companies...you will see some traction on this."

Bruce Richardson and Jim Sheppard, AMR

"Brilliant strategy. TomorrowNow was a great acquisition. Congratulations."

Barry Wilderman, Meta Group

"Oracle did not see this coming. Their strategy is like Project Green all over again. You put them into a tough spot to rationalize their strategy and position."

"Acquiring TomorrowNow was a great move. The increase in customers [based on our calls] independently looking at them as an alternative for support has been dramatic over the past three weeks. The strategy on migration and maintenance is solid and very well thought through."

Yvonne Genovese and Lee Geishecker, Gartner

Reaction to Oracle's Project Fusion

Q: "This strategy is very similar to what Microsoft did with Project Green - which they have recently backed away from. Why would you not learn from market history?"

- Gartner Analyst

A: "Because we are not Microsoft - we know applications and they don't. We know that we can do it."

- John Wookey, SVP Application Development

"The real question is where do you [PSFT customers] want to be in 2008 with your business and your products."

Joshua Greenbaum, EAC

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SAP Preempts Oracle in the Media

"In one of the first skirmishes, SAP AG is rolling out a plan to woo PeopleSoft users...wary of Oracle's plans. Oracle, meanwhile, formally launched its effort..."

David Bank, Wall Street Journal

"Even as...Larry Ellison was reassuring customers, SAP was laying plans to lure those customers away."

Akweli Parker, The Philadelphia Inquirer

"Larry Ellison...real goal is for those customers to migrate to 'Project Fusion'...SAP, too, can promise support and a migration vision."

Demir Barlas, Line56

"Ellison took shots at his prime competitor...deriding SAP's software as proprietary...To that, SAP officials say hogwash"

Carolyn April, VARBusiness

The Situation

- ORCL announces “Fusion” application strategy with no architecture or details
- In addition, ORCL promises continued support and innovation for five product lines
- Therefore, uncertainty remains among customers
- Eventually, every ORCL customer must migrate to the “Fusion” product
- ORCL-forced disruption extends SAP’s leadership opportunity

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The Goal

Convert approximately 50% of the PeopleSoft and J.D. Edwards customer installations to SAP (100% of shared customers)

- **Disrupt Oracle's ability to pay for the acquisition out of cash flow**
- **Shrink their share of the application market**
- **Discredit their efforts to create a next-generation application platform**

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The Safe Passage Strategy

Initially focus on our largest joint SAP-PeopleSoft customers in the US

- Syndicate in Europe and Asia within next 3-4 weeks
- Second wave to target legacy JDE customers in the mid-market
- At any time, any customer can choose to become a "joint customer"...

Customer care is the entry point for the discussion

- "Adopt" our clients' PeopleSoft and J.D. Edwards installations
- Provide terms that support clients' migration on their time scale

Nurture the customer into a migration discussion

- NetWeaver to extend current investments
- Create a customer focus on platform advances and business process innovation

Maintain our Leadership positioning and message

- Educate analysts and press with to gain their support and undermine Oracle's story

Execute aggressively in the Field

- Engage with top clients and partners
- Support Account Teams with a drumbeat of sales messages, materials, and expert resources

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Our Offering

SAP will offer full product maintenance and support for all PeopleSoft and J.D. Edwards products, and provide that support through TomorrowNow, the leading third party support provider to the PeopleSoft/JDE installed base.

Product

Standard mySAP ERP user license with 17% maintenance

Promotional Offer

Upgrade existing PeopleSoft/JD Edwards licenses to MySAP ERP licenses, which include:

- PeopleSoft/JDE maintenance
- SAP NetWeaver use rights
- PeopleSoft product maintenance which includes access to PeopleSoft migration and integration packages and tools when available

Additionally, Partner Community to provide the local, hands-on tools, services and experience in successful upgrades to SAP solutions

Terms

- Standard mySAP ERP terms and conditions
- Based on previous PSFT investments as a contribution toward the SAP license(s) as per the same terms and conditions of the R/3 Upgrades (conversion credit)
- Standard discounts apply
- Normal annual maintenance due upon contract completion, prior to PSFT conversion credit

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Service Offerings for PSFT* Customers

SAP Standard Services*

Maintain

Active Global Support and
advanced Services for SAP
Standard 17%

Integrate

Plug and Play connectivity for
smooth integration of PeopleSoft
with SAP (CRM, SCM, MDM)

Migrate

Out-of-the-box migration tools and
content for PeopleSoft master data
and outstanding items

Customer Benefits

Investment Protection

- Service Portfolio
- Safe Passage
- Interoperability
- Optimization of Support
- Save of Service Spendings

Business Innovation

- Incremental Deployment
- Increased Value
- Functional Enhancements
- Composite Applications
- Innovative Solutions

Take Control of Your Future

- Higher Efficiency
- Reduced TCO
- Optimized Processes
- Trusted advisor
- Reliability

* Including PSFT Enterprise; PSFT EnterpriseOne; PSFT World

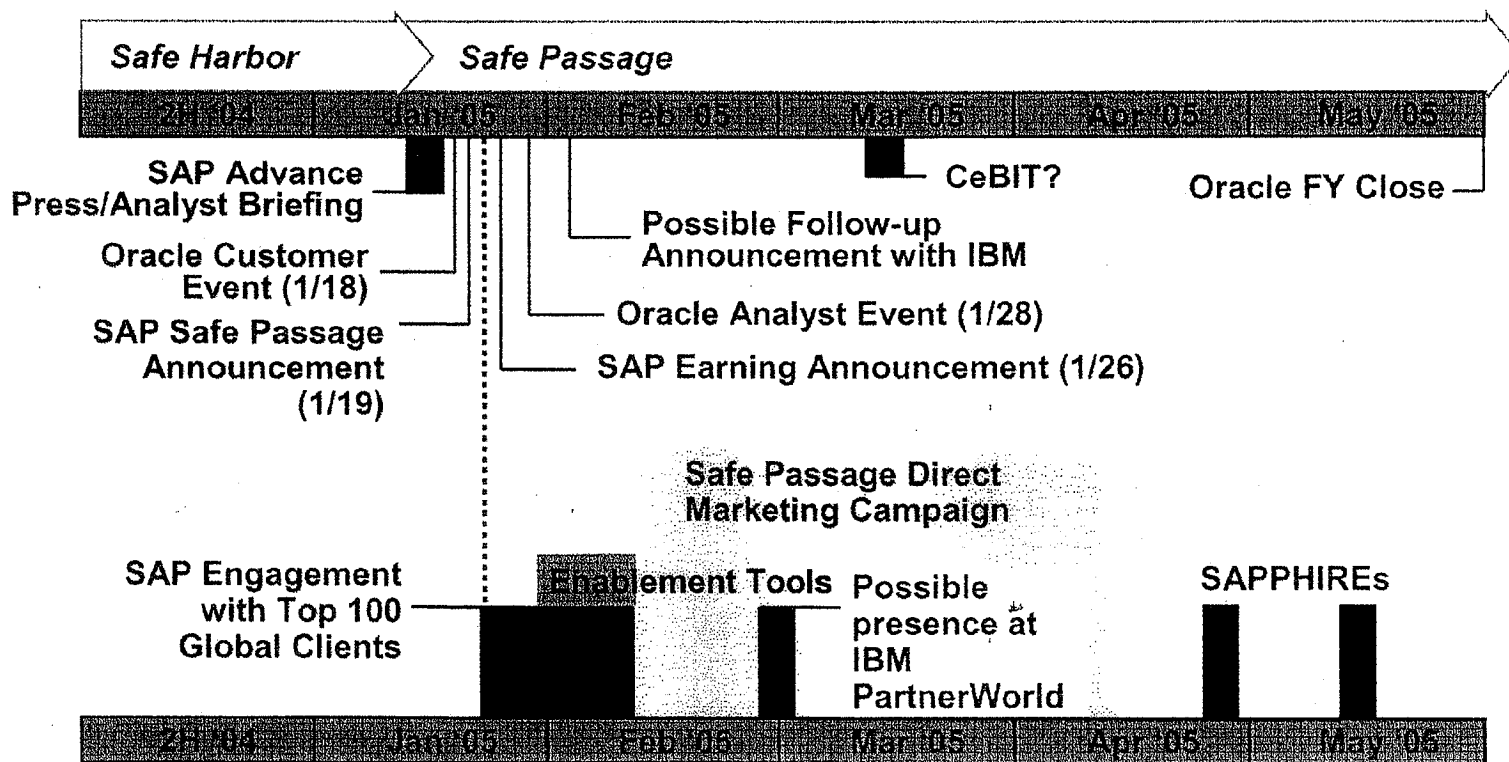
SAP Group, Microsoft, IBM, SAP Service, SAP Support, SAP Training, SAP Consulting

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Timeline

Our **Safe Passage** timeline is a continuation of the **Safe Harbor** program, now phased to drive aggressive execution that keeps Oracle in a reactive, defensive mode



SAP Internal Document - Not for Release - December 28, 2004

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Target Segments and Tailored Propositions

Target Market Segment	Current Situation	SAP Competitive Goals	SAP and Partner Offerings
Global Fortune 1000 (General)	Shared SAP/PSFT/ORCL accounts	<ul style="list-style-type: none"> ▪ Establish ESA roadmaps ▪ Negate Oracle "FUD" about SAP platform direction 	<ul style="list-style-type: none"> ▪ ESA strategy and migration plan ▪ NetWeaver-led shared services strategy
Global Manufacturing Leaders			<ul style="list-style-type: none"> ▪ ESA-led, NetWeaver-enabled plant/subsidiary migration offering that finishes the job of Corporate Financial and HR systems integration with plant-level JDE ▪ Vertical GTM programs with PSFT's strongest partners (e.g., IBM in Life Sciences)
Mid-market Manufacturing Value Chains (OneWorld XE Installed Base, Select PSFT)	JDE heavily penetrated installed base; Loyal AS/400 – iSeries users	<ul style="list-style-type: none"> ▪ Plan to migrate to SAP in 18-36 months 	<ul style="list-style-type: none"> ▪ For Discrete Mfgs industry segments, SAP support for XE, coupled with "simulated pilot" capabilities, migration planning resources, and preferential licensing ▪ For Process Mfgs industry segments, introduce SAP Asset Management bundled with SAP Support for XE and SAP NetWeaver to enable 3-way lifecycle management (asset owners, operators, 3rd-party maintenance) ▪ Leverage IBM routes to markets and incentives

Other Focused Targets include Project/Service Industries, Local/State Government and Select Regions (e.g. A/NZ) and Products (HCM)

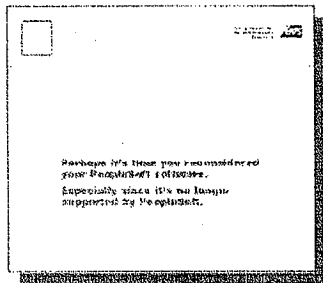
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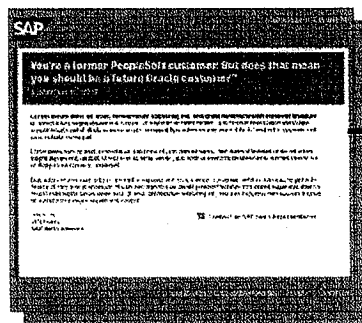
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Marketing Program

Direct Mail

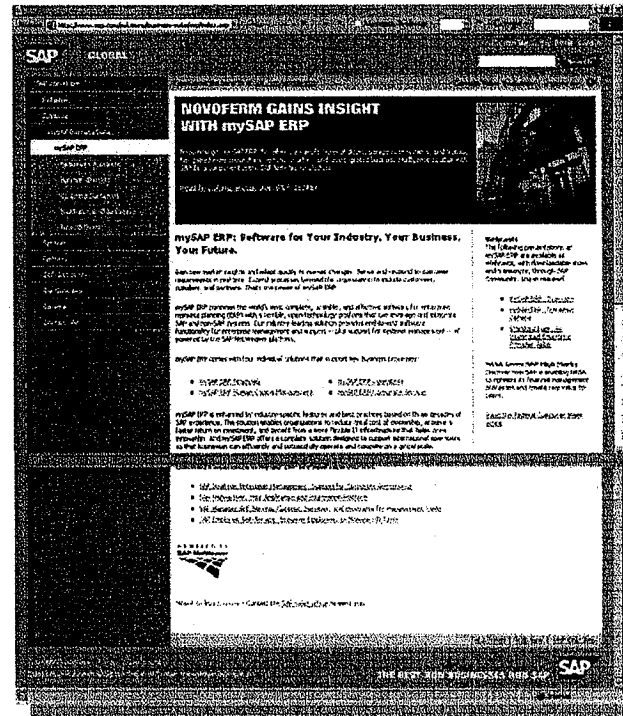


Email



Global Launch February 3

Landing Page



Outbound Telemarketing



Field Enablement

SAP Enterprise Portal 6.0 - Microsoft Internet Explorer provided by SAP

File Edit View Favorites Tools Help

Back Forward Stop Search Favorites Media

Address https://entportal.wdf.sap.corp:1443/jrj/servlet/prt/portal/prtroot/com.sap.portal.navigation.portallauncher.default?NavigationTarget=ROLES%3A//portal_content/com.sap.sen.sak Go

Links AT&T Wireless FlyDenver.Com Google My Yahoo! SAP.com SAPNet United.com T-Mobile Check my trip - Login LinkedIn SAP SHI

SAP SALES AND MARKETING INTRANET

Asset Search Advanced Search Help Subscriptions Personalize Logout

Sales & Marketing

Industries Solutions & Services Download SAP sales Policies & Interviews Tools & Resources Sales Training Marketing & Branding Employee Services

You Are Here:

- Sales & Marketing Information Center
- Executive Corner
- Market Intelligence
 - Announcements & Messages
 - Competitive Intelligence
 - Market Intelligence
 - Sales Response Line
 - Competitive Battle Cards
 - Customer Satisfaction Survey
 - Local Competitive Intelligence Center
 - Global Competitive Intelligence Center
 - SAP Corporate Profile
 - Competitive Intelligence PSFT/JDE**
 - Customer References
 - North America Field Events

Assistants

- Help from your job page

Competitive Intelligence PSFT/JDE

Competitive & Market Intelligence

Valuable Offer for SAP Customers Running PeopleSoft and JD Edwards Solutions:

- SAP has defined a clear roadmap for migration to best-in-class business software, as well as a services-oriented platform to drive business innovation via next-generation applications like mySAP ERP. Customers transitioning to mySAP solutions will receive a conversion credit.
- Customers will gain the immediate integration benefits from SAP NetWeaver which will allow them to extend the life of their existing investments in PeopleSoft and JD Edwards.
- SAP, through its newly announced acquisition of TomorrowNow, will assume responsibility for maintenance, service, and support issues across customers' SAP and PeopleSoft/JD Edwards environments.
- A complimentary 2-Day Technical Migration Analysis will be offered for PeopleSoft and JD Edwards customers.
- AE/Selling Tools:** Prepare for customer meetings with the Safe Passage press release and a list of FAQs.

Customer References:

- Many companies have **transitioned from their existing business software solutions to SAP** to provide them a more distinct competitive advantage. Reference these SAP successes when competing against PeopleSoft, JD Edwards and Oracle. Reference Slides, Success Stories...are also included. If available, View in slide show to access the links to these additional documents. For additional information on customer references, please contact your local customer reference program.

Press/Analyst Information:

- Find a complete overview of all important press releases since the first offering from Oracle in a PeopleSoft-Oracle Timeline.
- Understand how the market is responding to this buyout and how it views SAP as the leader, providing strong solutions in this era of market consolidation by reading the press coverage. Much has been written on the success and failures of acquisitions and, most importantly, the disruption caused to customers.
- What are the key questions and answers related to mergers and acquisitions in the software industry and read the latest analysts' coverage and press quotes about Oracle's hostile takeover of PeopleSoft.

Local intranet

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Field Enablement

SAP Enterprise Portal 6.0 - Microsoft Internet Explorer provided by SAP

File Edit View Favorites Tools Help

Back Forward Stop Home Search Favorites Media

On Hand for Announcement

- Press Release
- Press Call Transcript
- Conversion Credit Program
- Analyst Briefs
- Press Quotes
- FAQ for Field (8 pages)
- FAQ for MDs
- 6 SAP/PSFT Customer References
- 9 SAP/JDE Customer References
- 5 SAP/ORCL Customer References
- ORCL/PSFT Timeline & Analysis (54 pages)
- Battlecards for PSFT E, E1, World and Oracle
- Project Fusion First Take Analysis
- www.sap.com landing page

Coming Next Week

- Target Account Lists and Profiles
- Sales Scripts / Talking Points
- Email letter templates
- Customer Success stories
- Sales Discussion Guides
- TomorrowNow profile
- Tele scripts
- Analyst Briefs
- Customer-facing PowerPoint's
- Further Project Fusion analysis
- Updated Sales Guides reflecting Project Fusion realities
- Sales Success Stories
- www.sap.com updates
- Weekly*email push

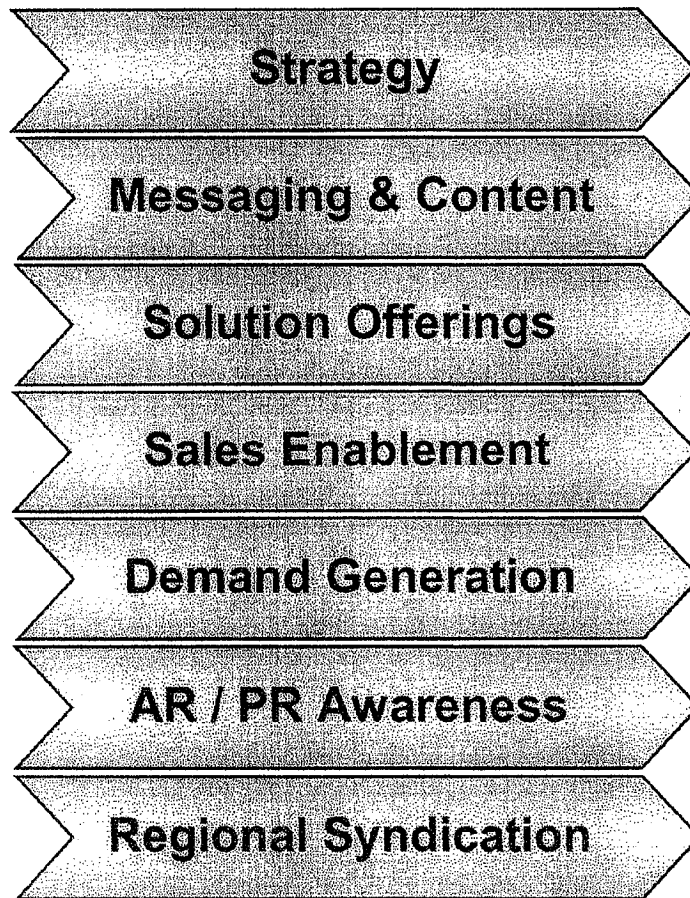
What are the key questions and answers related to mergers and acquisitions in the software industry and read the latest analysts' coverage and press quotes about Oracle's hostile takeover of PeopleSoft.

Local intranet



Project Management

Global Marketing providing program management
Integrated Offering (NetWeaver + mySAP ERP + Support) managed
by joint team



Safe Passage Global Program Development Dashboard

Last Updated: 17 January 2005 - 7:00 PM CET

Key:

Yellow = Item meeting close monitoring to remain on schedule

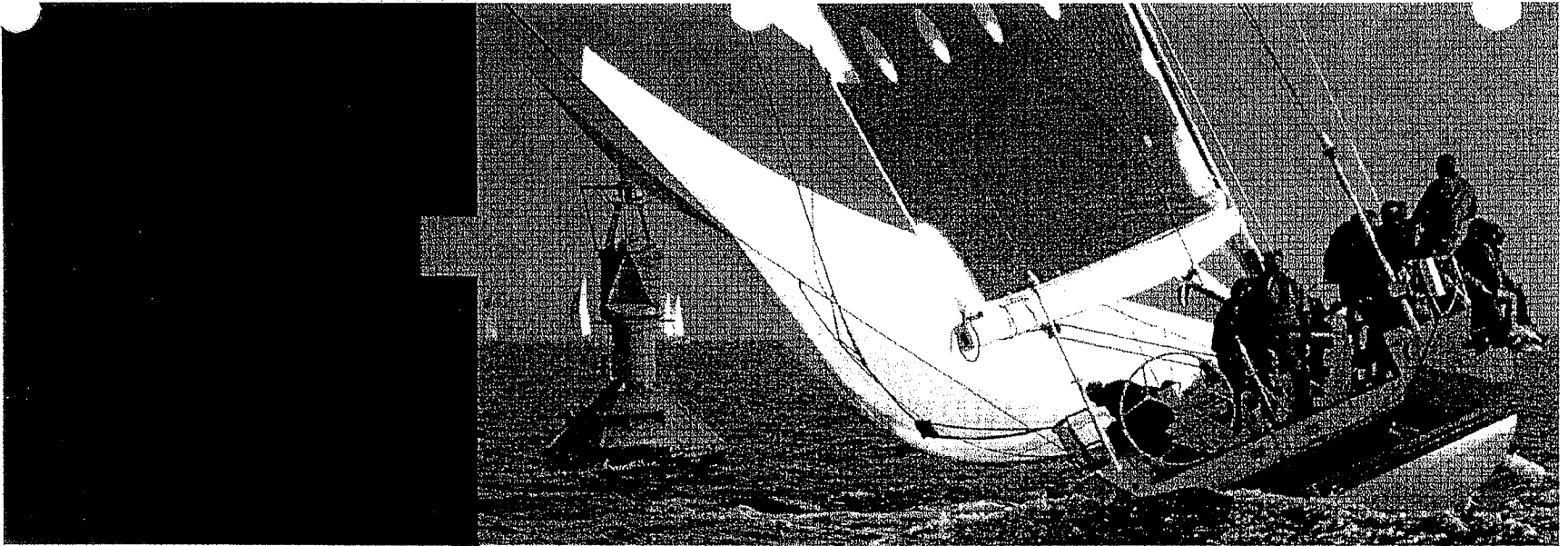
Discussions	Status	Next Steps/Action	Owner	Responsible	Due Date
12 Regional syndication schedule		Need to determine exact dates for syndication and execution in Regions	Mark Brewer, Chris Clarke	Regional owners	19-Jan-05
13 Set program XPIs		Review approach with Marty prior to Management Steering Committee meeting in Barcelona	Management Steering Committee (Marty w/ support from Program Mgmt Team)	Board and regional leadership	25-Jan-05
14 Content					
15 High level Messaging		Need to drive messaging down to individual segment programs and regions	Scott Lutz, Peter Graf, Susan Pappas		25-Jan-05
16 External AD/PR Pricing powerpoint		Need to determine requirement with BU/Amco/Alfa	Anne McCarthy	Global Comm	19-Jan-05
17 External Customer facing powerpoint (and by PST/IDE/EC segments)		Need to determine with America Marketing	Mike Wendall	America Marketing	25-Jan-05
18 Internal Site Practices offering content for Support Migration, Integration, Upgrade license offerings		Need to meet up tomorrow/next content along with SAP content for Migration, Integration, Upgrade license offerings	Gary McDevitt, Peter Graf, Tom Zeman		13-Jan-05
19 Awareness Programs					
20 PR - 19 Jan 2005 Initial Announcement		2nd Draft review on Tuesday. Monitor Oracle announcements on Tuesday for content changes. Monitor Oracle announcement for changes. Need to develop FAQ for S&S and BM M&D.	Anne McCarthy, Bill Stahl	Global Comm	17-Jan-05

Ready

Program Status / Members / Sheet 1 /

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Safe Passage:

Winning Customers and Markets From Oracle-PeopleSoft-J.D. Edwards

Appendix

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Safe Passage Launch Team

Project Team	Lead/Support
Management Steering Committee	<ul style="list-style-type: none"> ▪ Leo Apotheker, Chair ▪ Shai Agassi ▪ Gerhard Oswald ▪ Marty Homlish
Program Management Team	<ul style="list-style-type: none"> ▪ David Bradley Martin Breuer Peter Graf Anne McCarthy ▪ Greg McStravick Susan Popper Thomas Ziemen
Project Oversight Office	<ul style="list-style-type: none"> ▪ Global Marketing/Scott Lutz ▪ NA Sales & Marketing /Mike Wendell
Offering & Messaging	<ul style="list-style-type: none"> ▪ Scott Lutz Mike Wendell Thomas Ziemen Peter Graf ▪ Thomas Baur Costanza Tedesco Bill Wohl
Sales & Marketing Execution	<ul style="list-style-type: none"> ▪ Mike Wendell Steve Mann Chris Clarke Thomas Ziemen ▪ Thomas Baur Denise Leo Ori Inbar Greg Peay
AR / PR Execution	<ul style="list-style-type: none"> ▪ Bill Wohl Chris Clarke Rick Stockton

Safe Passage Meeting - SAP Safe Passage - December 17, 2007

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Field Syndication

Field Syndication	
1/18	1/19
Announcement	
■ FMT briefing (a.m.)	■ Offer Brief
■ MD information (a.m.)	■ Customer References
■ Briefing RSO and ERP/NW RBO's (a.m / p.m.)	■ SRL Brief
	■ Scenario Migration & Integration Briefs

Regional prime contacts: NA – Mike Wendell
 (ERP / Netweaver) APA / JP – Simon Dale
 EMEA – Phillip Booth
 GERPI – Thomas Baur / Markus Thurner

Global Alignment Team : NA – Keith Peterson / Mike Wendell (Pilot)
 AGS – Thomas Ziemen
 BSG – Uwe Simon
 Legal – Jochen Scholten
 GERPI – Thomas Baur / Markus Turner

Information sharing :

SMI / ERP Homepage

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Sales Enablement & Execution Deliverables

Deliverable	Due Date	Dependencies/Owners	Deliverable Owner
Offer Overview in SMI	1/18	Offer Messaging and Details- S. Lutz	C. Clarke/M. Lewin
AE FAQs	1/18	Content- M. Wendell	C. Clarke/M. Lewin
Customer References	1/19	NW- O. Inbar ERP- TBD	C. Clarke/B. Pleibel
Scenario Migration and Integration Briefs	1/19	One Voice Editing- J. Kalfel	D. Frauenfeld
Fact Sheet	1/19	IDC Analysis- S. Mann	S. Mann
Sales Response Line Briefing	1/26	Offer Messaging and Details- S. Lutz	O. Wagner
Sales Briefing Webcasts	1/26		M. Wendell
Top 50 Customer Profiles	1/26	Top 50 List- M. Wendell	K. Peterson
Sales Script (Talking Points)	1/26	Offer Messaging and Details- S. Lutz	M. Wendell
Thank You Letter	1/26	Offer Messaging and Details- S. Lutz	D. Leo
Full Sales Kit (Sales Discussion Guide, Competitive Guide, Customer Successes)	2/3	All of the above	E. Sander

For the Marketing & Sales Package - December 21, 2024 - 10

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Field FAQ: 8 pages



SAP SAFE PASSAGE PROGRAM

FREQUENTLY ASKED QUESTIONS

What is the Offering?

What is the complete offer and benefits to the customer?

MySAP ERP License Upgrades for PeopleSoft customers includes:

- * Standard mySAP ERP user license
- * Standard SAP NetWeaver user license (included in mySAP license)
- * PeopleSoft/JDE product maintenance support via TomorrowNow which includes access to migration and integration packages and tools when available
- * SAP and their Partners are ready to provide the local, hands-on tools, services and experience in successful upgrades to SAP solutions

What are the terms of this offer?

This is being provided in conjunction with a mySAP conversion. A customer will license a mySAP ERP or other solution under standard SAP terms and conditions. SAP will provide a mySAP conversion on your PeopleSoft investments consistent with the SAP license(s) as per the terms and conditions of the R/3 upgrades policy.

What is SAP's Safe Passage Campaign?

What is SAP's key message with the Safe Passage Campaign and who are we targeting?

Safe Passage is for SAP clients with active investments in PeopleSoft products (Enterprise, EnterpriseOne, World) at the corporate and/or plant/division level. The main message we want to deliver is "we care about our customers and the long-term success of their business." We strive to provide our customers with the same level of long-term maintenance support through SAP, along with SAP NetWeaver Integration Infrastructure and a clear roadmap for software migration to mySAP ERP, regardless of whether you are running all SAP solutions or solutions from PeopleSoft/JDE.

What is TomorrowNow and Why is SAP Buying This Company?

What is SAP buying?

SAP is acquiring the full business of TomorrowNow, a Bryan, Texas company that specializes in providing third-party maintenance and software support services for the PeopleSoft customer base. TomorrowNow will continue to exist and will be operated as a wholly-owned subsidiary of SAP and will provide valuable support skills for these customers.

Why is this important to PSFT or JDE customers?

This acquisition provides a reliable maintenance and support offering for SAP customers running solutions from PeopleSoft and JDEdwards (JDE) with a flexible roadmap for the future that includes SAP applications, technology and maintenance services.

SAP Company Confidential, Internal Use Only
FAQ, SAP Safe Passage Campaign, 1



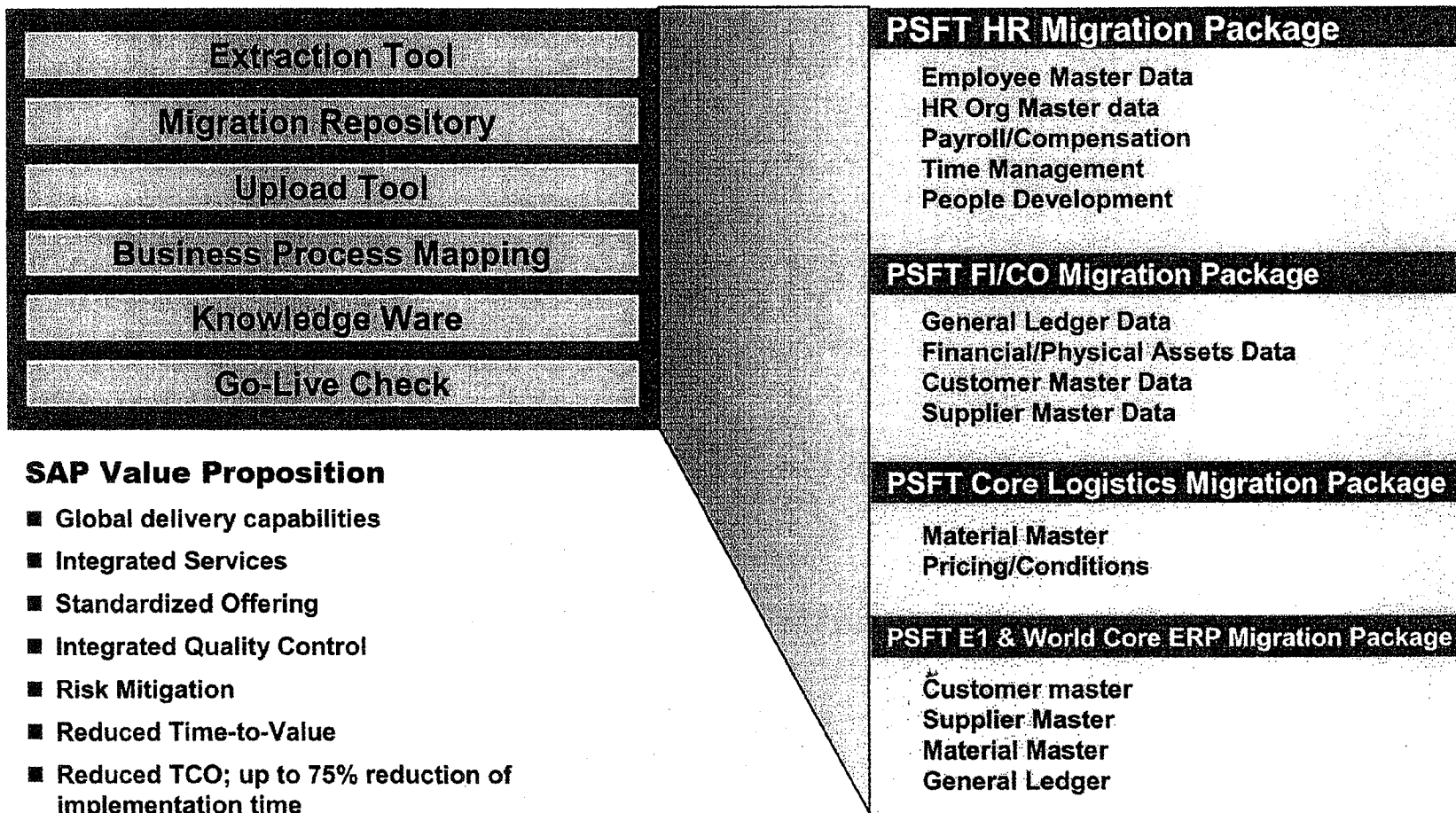
Delivery & Syndication Plan

US Launch Plan				Syndication Plan			
1/19	1/26	2/7	2/27	March	April	May	June
Announcement							
Sales Execution & Enablement							
Direct Marketing							

PSFT predefined Migration Packages

Migration Package

Scope of Migration Package



SAP Value Proposition

- Global delivery capabilities
- Integrated Services
- Standardized Offering
- Integrated Quality Control
- Risk Mitigation
- Reduced Time-to-Value
- Reduced TCO; up to 75% reduction of implementation time

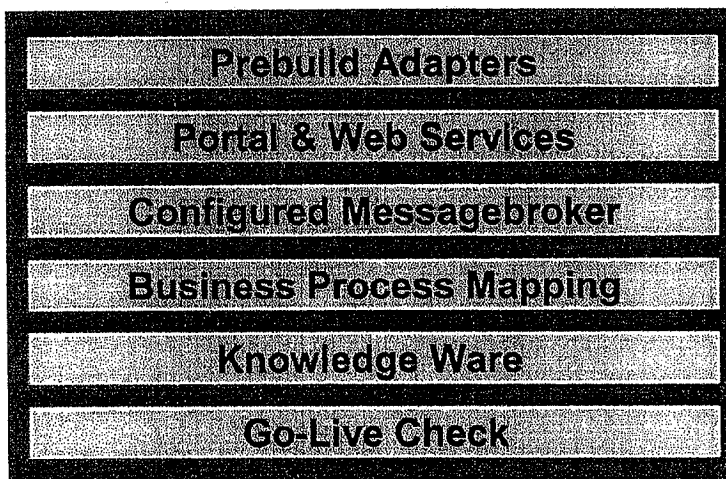
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PSFT predefined Integration Packages

Integration Package



SAP Value Proposition

- Global delivery capabilities
- Integrated Services
- Standardized Offering
- Integrated Quality Control
- Risk Mitigation
- Reduced Time-to-Value
- Reduced TCO: up to 50% reduction of implementation time

Scope of Integration Package

PSFT Connectors for Biz Objects

Customer Orders
 Purchase Orders
 Production Orders
 Business Intelligence
 Financial Data
 Project Management Systems (xRPM)
 Portals
 Advanced Planning Systems (APO)
 Sales Force Automation
 Marketing
 Service Management

PSFT E1 & World Connectors for Biz Obj.

Customer Orders
 Purchase Orders
 Production Orders
 Routings/BOMs
 Business Intelligence
 Financial Data
 Advanced Planning Systems
 Portals
 Business Intelligence

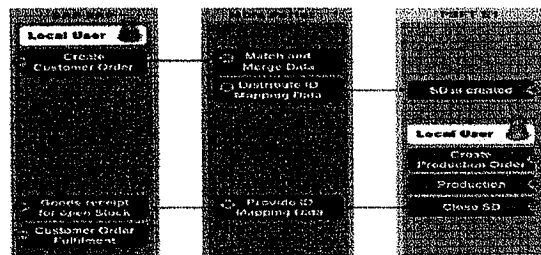
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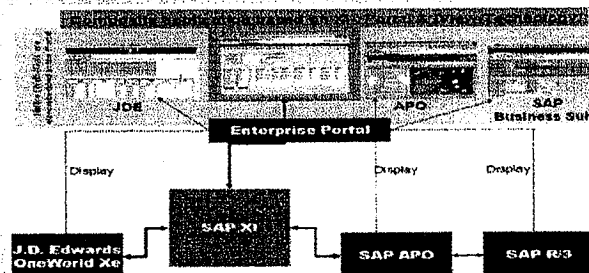
Integration & Migration Reference Cases

PSFT E1 Integration with mySAP CRM



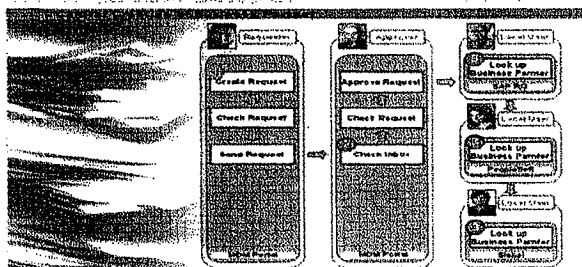
mySAP CRM Order Entry System for PSFT Manufacturing

PSFT E1 Integration with mySAP SCM



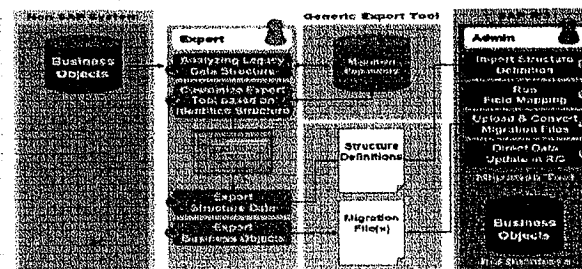
Cross System ATP check leveraging SAP NetWeaver

PSFT Integration with mySAP MDM



Central creation and Harmonization of PSFT Masterdata with mySAP ERP

PSFT Migration to mySAP ERP



Plug & Play Migration Packages for PSFT solutions (e.g. HCM)

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