

## **EXHIBIT 54 (PART 1)**

**Financial Scorecard – TomorrowNow***only for discussion purposes only*

When conducting a financial review for TomorrowNow the following two aspects have to be considered:

- TomorrowNow on a Stand-Alone basis, as well as
- Safe Passage implications which reflect a reduction of the expenses due to charge out to SAP entities

TomorrowNow (in € million)	Actual 2004	Actual 2005	Forecast 2006	Budget 2007*	Outlook 2008*	Outlook 2009*
Total Revenue	2,0	3,5	9,7	23,3	33,0	40,0
Total Operating Expenses	-1,9	-7,2	-20,2	-29,5	-29,7	-34,5
Income (Loss) from Operations	0,1	-3,7	-10,5	-6,2	3,3	5,5
Profitability	4%	-106%	-108%	-27%	10%	14%
* Internal Plan excluding Baan and Oracle Headcount (in FTE)	35	95	160	209	260	300







## Management Summary - TomorrowNow

### Value Proposition

- Offer lower priced 24x7 maintenance alternative to PeopleSoft, JD Edwards, and Siebel customers with 50% savings on current support and maintenance fees
- Provide those customers with a choice to migrate to SAP (at their own pace) Customer View
- Serves as bridge for future SAP license business for (smaller, not SAP-minded customers)
- Hurt Oracle by taking away maintenance revenue SAP View

### Business Case Analysis

- TomorrowNow established as cornerstone of the Safe Passage Program
  - Safe Passage pipeline (264 opportunities currently in process), TomorrowNow pipeline (872 open opportunities), and revenues justify the cost of the acquisition and additional operating expenses
  - Installed base grown to 193 customers with 161 TomorrowNow customer contracts signed in the first ten months of 2006 (106 new contracts and 55 renewals in 2006; 121 signed in 2005 with 75 new deals and 46 renewals)
  - € 25.7 million reduction of Oracle maintenance revenue in the first ten months of 2006 (€ 36.5 million in total including 2005) *2% of Oracle maint.*
  - € 6.9 million TomorrowNow stand-alone revenue in the first ten months of 2006 (€ 3.5 million in 2005)

### Lessons Learned

- Field: Another year needed to finalize global alignment with SAP Sales organization
- Marketing: Oracle Disruption Campaign Q3/2006 resulted in high lead success rate for TomorrowNow, i.e. high return on marketing investments
  - Oracle Turn up the Heat Campaign resulted in 150+ opportunities for TomorrowNow (15 contracts signed)
- F&A: Globalization of business in cooperation with SAP regions is a challenge and was underestimated as such → Need to actively manage regional shared services for TNow

### Conclusion

- TomorrowNow is a strategic investment and serves as strategic weapon against Oracle
  - Take away maintenance revenue from Oracle
  - Create pre-pipeline of future SAP customers
- TomorrowNow still operates at a loss in 2006 but Break-even is expected for 2008 after completion of globalization and business scoping in 2007 (in line with board assumption to become a profitable business within 2-3 years after acquisition)

*Net 90% it is purely 50%*  
*→ Homedot severity discount*  
*→ Helps*



## Financial Scorecard – TomorrowNow (Stand-Alone)

When conducting a financial review for TomorrowNow the following two aspects have to be considered:

- 1) TomorrowNow on a Stand-Alone basis, as well as
- 2) Safe Passage implications.

The following table illustrates figures for TomorrowNow Stand-Alone only:

(in EUR millions)	Original Business Case					Budget		Actuals		Forecast	Δ % FCD6 vs BUD
	Plan	Plan	Plan	Plan	Plan			YTD 03			
	2005	2006	2007	2008	2009	2006	2007	2005	2006	2006	
Tomorrow Now											
Profit and Loss Statement											
Product Revenue	4	6	9	12	14	16	23	3	6	10	59%
Total Revenue	4	6	9	12	14	16	23	3	6	10	59%
Cost of Product	-2	-3	-5	-6	-7	-12	-22	-7	-10	-13	117%
Sales & marketing	-1	-2	-3	-3	-4	-5	-7	0	-4	-5	120%
General & admin	-1	-1	-1	-2	-2	0	-1	0	0	0	-112%
Total Operating Expenses	-4	-6	-9	-11	-12	-17	-30	-7	-15	-18	112%
Income (Loss) from operations	0	0	0	1	2	0	-6	-4	-9	-9	
Profitability	0%	-1%	1%	9%	11%	-1%	-27%	-106%	-140%	-93%	
Headcount											
FTE								95	140	( 160 )	