



COMMERZBANK

Compensation Control Committee

Rules of Procedure

of the Supervisory Board of Commerzbank AG

18 July 2025



The bank at your side

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This document is intended solely to translate the rules of procedure of the Compensation Control Committee. The German version is the only authoritative version.

For reasons of improved readability, only the masculine language form is used. All personal designations apply equally to every gender.

§ 1 Composition and Chairmanship

- (1) The Compensation Control Committee consists of the Chairman of the Supervisory Board, his deputy, two other shareholder representatives and another employee representative of the Supervisory Board.
- (2) The Chairman of the Supervisory Board is also Chairman of the Compensation Control Committee. He coordinates the work of the Committee and is authorized to make and receive declarations on behalf of the Committee. The deputy Chairman of the Compensation Control Committee is elected by the Compensation Control Committee.
- (3) At least one member of the Compensation Control Committee must have sufficient expertise and experience in the area of risk management and risk controlling, in particular with regard to mechanisms for aligning remuneration systems with the overall risk appetite and risk strategy of the Bank and the Bank's own funds.
- (4) A member of the Compensation Control Committee (not necessarily the same) shall also be a member of the Risk and ESG Committee.

§ 2 Tasks and Rights

- (1) Without prejudice to statutory provisions, in particular under the German Banking Act and the Remuneration Regulation for Institutions (*Institutsvergütungsverordnung – IVV*), as well as any supervisory regulations, the Remuneration Control Committee shall have the following tasks in particular:

- a) Support of the Supervisory Board in the appropriate design and application of the remuneration systems of the Board of Managing Directors and preparation of the corresponding resolutions for the Supervisory Board.

This includes, in particular, decisions on:

- the setting of the total amount of variable compensation;
- the setting of targets and the target achievement;
- the setting of appropriate remuneration parameters and profit contributions;
- the setting of performance and retention periods;
- the reduction or cancellation of retained variable compensation;
- the reclaim of variable compensation already paid.

When taking these decisions, the Compensation Control Committee takes into account in particular the impact of the decisions on risks and risk management, risk-bearing capacity, capital planning and results of operations of the Bank and takes into account the long-term interests of all stakeholders and the public interest.

- b) Monitoring the appropriate design of the Board of Managing Director's remuneration systems.

The Compensation Control Committee regularly checks, at least annually, whether the stipulations of the Supervisory Board regarding the remuneration of the Board of Managing Directors (remuneration system and resolutions implementing the system) are still appropriate; in the event of any deficiencies noted, it shall draw up an action plan in a timely manner.

c) Monitoring the appropriate design of the remuneration systems for employees, in particular with regard to the Head of the Risk Controlling and Compliance function as well as the risk takers. In this context, the Compensation Control Committee also supports the Supervisory Board in monitoring the appropriate design of the remuneration systems for employees.

d) Monitoring the process of identifying risk takers as well as group risk takers.

e) The Compensation Control Committee reviews regularly, at least annually, whether:

- the total amount of variable compensation has been determined in accordance with the requirements of section 7 Remuneration Regulation for Institutions;
- the established principles for the calculation of remuneration parameters, profit contributions and performance and retention periods, including the conditions for a complete cancellation or partial reduction of variable compensation, are appropriate;
- the remuneration systems of the employees in the control units comply with the requirements of the Remuneration Regulation for Institutions.

The Compensation Control Committee supports the Supervisory Board in monitoring the proper involvement of internal control and all other relevant units in the design of the remuneration systems.

f) The Compensation Control Committee assesses the impact of the remuneration systems of the Board of Managing Directors or their management and employees as well as the Group on the risk, capital and liquidity situation and monitors that they are aligned with the business and risk strategy and also take into account the corporate culture.

- (2) The Compensation Control Committee may also take over the role of the Compensation Control Committee for other institutes of the Commerzbank Group.
- (3) The Compensation Control Committee cooperates in particular with the Risk and ESG Committee, as well as with the Audit Committee, if needed.
- (4) The Chairman of the Compensation Control Committee is entitled to obtain information directly from the head of internal audit and from the heads of the organizational units responsible for the design of the remuneration systems. The Board of Managing Directors shall be informed of this.
- (5) The Compensation Control Committee may, if necessary, seek the advice of external or internal experts.
- (6) The Compensation Control Committee is supported in its monitoring and design tasks with regard to the remuneration systems by the Remuneration Officer and, if necessary, by external or internal consultants.

The Chairman of the Compensation Control Committee is entitled to obtain information on the remuneration systems directly from the Compensation Officer and his deputy.

The Compensation Officer shall submit a report to the Compensation Control Committee, the Supervisory Board and the Board of Managing Directors at least once a year on the appropriateness of the design of the employee's remuneration systems (remuneration control report). Without prejudice to this, the Compensation Control Committee determines the frequency for the preparation of the Compensation Control Report.

§ 3 Internal Organization

Unless otherwise provided for in these Rules of Procedure, the provisions made for the Supervisory Board in the Articles of Association and the Rules of Procedure of the Supervisory Board shall apply mutatis mutandis to the internal rules of the Compensation Control Committee in accordance with section 10 paragraph 1 of the Rules of Procedure of the Supervisory Board.

§ 4 Meetings

- (1) The provisions of the Rules of Procedure of the Supervisory Board shall apply mutatis mutandis to the preparation, convening and holding of meetings, subject to the following provisions.
- (2) The Committee shall have a quorum if at least half of its members participate in the adoption of the resolution.
- (3) The Chairman of the Compensation Control Committee may admit the Compensation Officer or his deputy, the heads of the internal control functions, in particular the Head of Internal Audit, and the heads of the departments responsible for the design of the remuneration systems to participate in the meetings of the Committee, to participate in the meetings of the Committee. He decides whether, in individual cases, additional persons are to be admitted to participate in a meeting of the Compensation Control Committee.
- (4) Members of the Board of Managing Directors must not be present during the discussions regarding their remuneration in the meetings of the Compensation Control Committee. In addition, the Compensation Control Committee meets regularly without members of the Board of Managing Directors.

§ 5 Reporting to the Supervisory Board

The Chairman of the Compensation Control Committee or, in the case of representation, his deputy reports regularly to the Supervisory Board on the work of the Committee.

§ 6 Self-Assessment

The Compensation Control Committee shall regularly, at least once a year, assess the efficiency of its activities.

§ 7 Amendment of the Rules of Procedure

Amendments to these Rules of Procedure shall be subject to the approval of the Supervisory Board.



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