



COMMERZBANK

Digital Transformation 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 Digital Transformation 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 Digital Transformation Committee consists of at least five members of the Supervisory Board.
- (2) The Chairman of the Committee and his deputy shall be elected by the Committee under the direction of the oldest member at age present. The Chairman of the Committee coordinates the work of the Committee and is authorized to make and receive declarations on behalf of the Digital Transformation Committee.
- (3) A member of the Committee shall also be member of the Risk Committee.

§ 2 Tasks and Rights

- (1) The Committee supports the Supervisory Board in advising and supervising the Bank's digital transformation and IT. It supports the Supervisory Board in particular in monitoring and advising the Board of Managing Directors with regard to:
 - a) the implementation of the digital strategy and the related measures to achieve it sustainably;
 - b) the implementation of important projects and processes within the framework of the bank's digital transformation and the corresponding budget management;
 - c) the management of the investment/change budget and IT costs;
 - d) the bank's IT governance, IT architecture and IT structure, the overall technical performance and stability of the IT systems as well as their appropriate technical and organizational design, set-up and control, including outsourcing and any external procurement of IT services;
 - e) other important topics in the context of IT systems, services and data governance, quality and strategy.
- (2) The Digital Transformation Committee shall cooperate in particular with the Risk Committee. Together with the Risk Committee, it considers information and communication technology risks, including cyber risks (ICT risks), as well as ICT risk management, without prejudice to the Risk Committee's competence to monitor ICT risks including ICT risk management.
- (3) The Chairman of the Digital Transformation Committee is entitled to obtain information directly from the head of Internal Audit and, if necessary, from other heads of the organizational units responsible for digital transformation. The Board of Managing Directors shall be informed of this.
- (4) The Digital Transformation Committee may seek the advice of external and internal experts, if necessary.

§ 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 this 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.

§ 5 Reporting to the Supervisory Board

The Chairman of the Committee or, in the case of representation, his deputy shall report regularly to the Supervisory Board on the work of the Committee.

§ 6 Self-Assessment

The Digital Transformation 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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