



COMMERZBANK

Environmental, Social and Governance (ESG) 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 ESG-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 ESG Committee consists of at least three shareholder's and three employee's representatives of the Supervisory Board.
- (2) The Chairman of the Committee and his deputy shall be elected by the Committee under the leadership of the oldest member present in terms of age. The Chairman of the Committee coordinates the work of the Committee and is authorized to make and accept declarations on behalf of the ESG Committee.
- (3) At least one member of the Committee shall have special knowledge and experience in the area of ESG, including ESG risks.
- (4) A member of the ESG Committee (not necessarily the same) shall also be member of the Audit, Risk and Compensation Control Committee.

§ 2 Tasks and Rights

- (1) The Committee supports the Supervisory Board in the areas of environmental, social affairs and good corporate governance (ESG). In particular, it supports the Supervisory Board in continuously examining whether the management complies with an economically viable and sustainable development of the company, while respecting the principles of good and responsible business management, taking on the company's social responsibility and at the same time preserving the natural resources of the environment. The Committee also advises the Board of Managing Directors on ESG issues.
- (2) In the context of its responsibility for social issues, the Committee deals with the exercise of the Bank's responsibility for its internal and external stakeholders (Corporate Social Responsibility) executed by the Board of Managing Directors; this includes, among other things, all personnel and social matters relating to employees in general.
- (3) In particular, the Committee supports the Supervisory Board in monitoring how ecological and social sustainability is reflected in the Bank's strategic direction and that strategic and operational plans include financial and sustainability-related objectives.
- (4) The Committee also supports the Supervisory Board in monitoring the implementation of the sustainability strategy by the Board of Managing Directors and the related developments in sustainable banking. This includes, among other things, monitoring the management of the credit and investment portfolio by the Board of Managing Directors in the sense of sustainable banking.
- (5) In addition, the Committee supports the Supervisory Board in monitoring compliance with regulatory requirements and standards in the area of ESG by the Board of Managing Directors, in particular in the context of sustainability reporting.
- (6) The ESG Committee, the Risk Committee, the Compensation Control Committee, the Audit Committee and the Digital Transformation Committee coordinate their activities and consult with each other on a regular basis and, where necessary, on a case-by-case basis in order to ensure the necessary exchange of information to fulfil their tasks.
- (7) The Chairman of the ESG Committee is entitled to obtain information directly from the heads of the organizational units responsible for ESG issues. The Board of Managing Directors shall be informed of this.
- (8) The ESG Committee may seek the advice of external or 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 ESG 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 ESG 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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