



COMMERZBANK

Presiding and Nomination 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 Presiding and Nomination 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 Presiding and Nomination Committee consists of the Chairman of the Supervisory Board, his deputy and up to three other shareholder's representatives as well as up to two other employee's representatives of the Supervisory Board.
- (2) The Chairman of the Supervisory Board is also Chairman of the Presiding and Nomination Committee. He coordinates the work of the Committee and is authorized to make and accept declarations on behalf of the Committee. The deputy Chairman of the Presiding and Nomination Committee, who shall be a shareholder representative, shall be elected by the Committee.

§ 2 Tasks and Rights

- (1) Notwithstanding any assignment by law or administrative order, the Presidential and Nomination Committee shall have the following tasks in particular.
- (2) The Executive and Nomination Committee prepares topics of material importance to be dealt with by the Supervisory Board, unless another committee is responsible.
- (3) The Presiding and Nomination Committee is responsible for the design and further development of the standard employment and standard pension contract, unless the remuneration structure is affected, for which the Supervisory Board and the Compensation Control Committee are responsible. The Presiding and Nomination Committee is also responsible for the conclusion, modification and termination of employment and pension contracts with the members of the Board of Managing Directors on the basis of the standard employment contract (including the standard remuneration agreement) and the standard pension agreement, as well as the remuneration structure and total remuneration determined by the Supervisory Board.
- (4) Material transactions between Commerzbank or a Commerzbank Group company on the one hand and the members of the Board of Managing Directors or persons, companies or associations close to them on the other hand, as well as the exercise of secondary activities, in particular the assumption of mandates by members of the Board of Managing Directors, require the approval of the Committee.
- (5) The shareholders' representatives on the Presiding and Nomination Committee are responsible for proposing suitable shareholder representative candidates to the Supervisory Board for it to propose at the General Meeting; here they consider the criteria for composition specified by the Supervisory Board, taking into account the balance and variety of knowledge, skills and experience of all members of the Supervisory Board, drafting a job description with applicant profile and specifying the time required for the function.
- (6) The Presiding and Nomination Committee is responsible for long-term succession planning for the Board of Managing Directors and the Supervisory Board.
- (7) In addition, the Presiding and Nomination Committee supports the Supervisory Board in the
 - a) identification of candidates to fill a position on the Board of Managing Directors; here it takes into account the balance and variety of knowledge, skills and experience of all members of the Board of Managing Directors, drafts a job description with applicant profile and specifies the time required for the function. In the case of new appointments to the Board of Managing Directors as well as for reappointments and termination of appointments, the Presiding and Nomination Committee makes a recommendation to the Supervisory Board for a resolution;
 - b) assessment of the structure, size, composition and performance of the Board of Managing Directors and the Supervisory Board on a regular basis, at least once a year; the Presiding and Nomination Committee makes recommendations to the Supervisory Board in this respect, ensuring that the decision-making process within the Board of Managing Directors is not influenced by individuals or groups in a way that is detrimental to the Bank;

- c) assessment of the knowledge, skills and experience of both the individual members of the Board of Managing Directors and members of the Supervisory Board and of the respective body in its entirety on a regular basis, at least once a year;
 - d) review of the principles of the Board of Managing Directors for the selection and appointment of persons to the upper management level and in making recommendations to the Board of Managing Directors in this regard and
 - e) development of an objective with regard to the representation of the underrepresented sex on the Supervisory Board as well as a strategy for achieving appropriate representation.
- (8) The Presiding and Nomination Committee shall decide on a possible deferral of the ad hoc publicity obligation in cases of the original factual responsibility of the Supervisory Board competence in accordance with the statutory provisions.
 - (9) The Presiding and Nomination Committee cooperates with other committees as necessary, in particular with the Compensation Control Committee. If necessary, it can also draw on the expertise of other committees.
 - (10) In carrying out its duties, the Presiding and Nomination Committee may use all resources it deems appropriate and also involve external or internal consultants.

§ 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 Presiding and Nomination 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 Presiding and Nomination 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 Presiding and Nomination 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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