



**COMMERZBANK**

# **Rules of Procedure of the Presiding and Nomination Committee**

**of the Supervisory Board of Commerzbank AG**

6 July 2022



**The bank at your side**

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For reasons of improved readability, the simultaneous use of male and female language forms is not required. All person names apply equally to both sexes.

## **§ 1 Composition and Presidency**

- (1) The Presiding and Nomination Committee shall consist of the Chairman of the Supervisory Board and two other members of the employee and shareholder representatives.
- (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 under the leadership of the oldest member at age present.

## **§ 2 Tasks and Rights**

- (1) The Presiding and Nomination Committee prepares topics of material importance to be dealt with by the Supervisory Board, unless another Committee is responsible.
- (2) 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.
- (3) The Committee represents Commerzbank vis à vis former members of the Board of Managing Directors, unless it is the responsibility of the Board of Managing Directors
- (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 Presiding and Nomination Committee receives information on the appointment and resignation of members of the Central Advisory Board. In case the member to be appointed is a former member of the Board of Managing Directors, the appointment requires the approval of the Presiding and Nomination Committee.
- (6) 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;
- (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) regular, at least once a year, assessment of the structure, size, composition and performance of the Board of Managing Directors and the Supervisory Board; the Presiding and Nomination

Committee makes recommendations to the Supervisory Board in this respect, ensuring that decisions within the Board of Managing Directors are not influenced by individuals or groups in a way that is harmful to the Bank;

- c) regular, at least once a year, 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;
  - d) review of the principles of the Board of Managing Directors for the selection and appointment of persons to the top management level and in making recommendations to the Board of Managing Directors in this connection and
  - e) elaboration of an objective to promote the representation of the underrepresented sex in the Supervisory Board as well as of a strategy for the achievement of this objective.
- (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) In carrying out its duties, the Presiding and Nomination Committee may use all resources it deems appropriate and also involve external consultants.

### **§ 3 Meetings and Internal Order**

- (1) The Chairman of the Presiding and Nomination Committee shall, as a rule, convene the meetings in writing or electronically, accompanied by an agenda, with two weeks' notice. In urgent cases, the period of notice may be shortened appropriately, and the notice may also be given orally or by telephone.
- (2) The Committee shall have a quorum if at least half of its members participate in the adoption of the resolution.
- (3) Unless otherwise specified in these Rules of Procedure, the regulations established for the Supervisory Board in the Articles of Association and the Rules of Procedure of the Supervisory Board shall apply mutatis mutandis for the internal organization of the Committee in accordance with section 9 paragraph 1 of the Rules of Procedure of the Supervisory Board.

### **§ 4 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.

### **§ 5 Self-Assessment**

The Presiding and Nomination Committee shall regularly, at least once a year, assess the efficiency of its activities.

### **§ 6 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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