



COMMERZBANK

Supervisory Board

Rules of Procedure

of Commerzbank AG

18 July 2025



The bank at your side

Contents

§ 1	Tasks	3
§ 2	Composition/Suitability	3
§ 3	Confidentiality/Conflicts of Interest	4
§ 4	Chairman/Deputy Chairman	5
§ 5	Planning and convening of meetings as well as participation rights	5
§ 6	Convening meetings on the initiative of members of the Supervisory Board or the Board of Managing Directors	6
§ 7	Meetings/Adoption of Resolutions	6
§ 8	Reporting	7
§ 9	Formation of Supervisory Board committees	8
§ 10	Internal organization of the Supervisory Board committees	8
§ 11	Auditors' Reports	9
§ 12	Representation	9

This document is intended solely to translate the rules of procedure of the Supervisory Board. 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 Tasks

- (1) The Supervisory Board advises and supervises the Board of Managing Directors in its management of the Company. It supervises the Board of Managing Directors in particular with regard to compliance with the applicable banking supervisory regulations and devotes sufficient time to the strategies, risks and compensation systems for the Board of Managing Directors and the employees.
- (2) The Supervisory Board conducts its business in accordance with the legal provisions, the Bank's Articles of Association, and these Rules of Procedure. In performing its duties, it cooperates closely in an atmosphere of trust with the Board of Managing Directors in the interest of the Company.
- (3) The Supervisory Board shall decide on the deferral of the ad hoc publicity obligation in cases of its original factual responsibility in accordance with the statutory provisions.
- (4) The Supervisory Board shall regularly, at least once a year, assess the efficiency of its activities.

§ 2 Composition/Suitability

- (1) Each member of the Supervisory Board shall be reliable and have the required expertise, knowledge, abilities and relevant experience to perform their duties properly, and shall devote sufficient time to the performance of its duties. The Supervisory Board in its entirety must have the knowledge, abilities and experience which are required to perform the control function and to assess and supervise the management and the Commerzbank Group¹. In principle, the term of office of a member of the Supervisory Board shall end upon conclusion of the Annual General Meeting following completion of the 72nd year of life of the member of the Supervisory Board.
- (2) A person who already holds four supervisory board seats at other enterprises, or who is a managing director and already holds two other supervisory board seats cannot be appointed a member of the Supervisory Board, unless the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht – BaFin*) permits a larger number of seats. Several management board or supervisory board seats within the same institutional group, financial holding group or mixed financial holding group or in enterprises in which an institution holds a significant interest shall count as only one seat in this connection. Seats at enterprises with a mainly non-commercial orientation, particularly enterprises which serve the municipal provision of essential services, shall not be considered in the maximum permissible number of seats according to sentence 1.
- (3) No more than two former members of the Bank's Board of Managing Directors may sit on the Supervisory Board. Members of the Supervisory Board shall not hold directorships or similar positions, or work in an advisory capacity, at significant competitors of the Bank.
- (4) The Supervisory Board shall comprise – in its own estimation – an adequate number of independent members. A member of the Supervisory Board shall not be considered as independent in particular if the member has a business or personal relationship with the Bank, its executive bodies, a controlling shareholder or an enterprise associated with the latter that may constitute a significant and not only temporary conflict of interest.
- (5) Proposals for the election of members to the Supervisory Board shall take into account the above principles.
- (6) Elections to the Supervisory Board shall be organized as individual elections. Proposals to appoint a shareholder representative by order of a court shall be limited in time to the next Annual General Meeting. Proposals of candidates for the chairmanship of the Supervisory Board shall be announced to the shareholders.

¹ The Commerzbank Group includes all enterprises allocated to Commerzbank AG for supervisory purposes.

- (7) The members of the Supervisory Board shall autonomously take on trainings and further education measures required to fulfil their tasks and to maintain the necessary expertise. In this and in their induction into office, they shall be supported by the Bank with appropriate personnel and financial resources.

§ 3 Confidentiality/Conflicts of Interest

- (1) All members of the Supervisory Board have the same rights and duties unless otherwise determined by the legal provisions, the Articles of Association or these Rules of Procedure. They are not bound by orders and instructions.
- (2) The members of the Supervisory Board shall be bound to secrecy with regard to confidential data and secrets of the Bank, namely trade and business secrets, with which they become aware of through their activity on the Supervisory Board. This holds true particularly for confidential reports and consultations. This obligation continues to apply after members have left office. Upon termination of membership of the Supervisory board, all confidential documents must be returned to the Chairman of the Supervisory Board or their destruction must be notified in writing.
- (3) The members of the Supervisory Board are obliged to observe the banking secrecy.
- (4) Each member of the Supervisory Board may only pass on information to a third party of which he has become aware of as a result of his function with the prior consent of the Chairman of the Supervisory Board, unless the information obviously does not have to be treated confidentially pursuant to paragraphs 2 or 3. This does not apply to the sharing of information with consultants who, for their part, are obliged to maintaining secrecy. Each member of the Supervisory Board must ensure and is responsible for ensuring that any personnel whom they may involve, or any internal or external consultants or assistants employed by him within the scope of what is permissible similarly preserve confidentiality.
- (5) Each member of the Supervisory Board shall be committed to the Company's best interests. No member of the Supervisory Board may pursue personal interests in their decisions or use business opportunities intended for the Company for themselves. Any activities of the members of the Supervisory Board that could lead to conflicts of interest with their Supervisory Board mandate must be avoided.
- (6) Each member of the Supervisory Board must promptly inform the Chairman of the Supervisory Board of any existing as well as potential conflicts of interest who shall inform the Supervisory Board. The Chairman of the Supervisory Board must promptly inform the deputy Chairman of the Supervisory Board of his own existing as well as potential conflicts of interest who shall inform the Supervisory Board. The Chairman of the Supervisory Board or, if he is prevented from doing so or if the Chairman of the Supervisory Board himself has a conflict of interest, his deputy shall examine whether the conflict of interest disclosed to him constitutes a material risk to the independence of the Supervisory Board member concerned and shall take measures to prevent, reasonably limit or resolve the conflict of interest. This may include that the Supervisory Board member concerned may stay absent or may not participate in the deliberations and, if necessary, voting with regard to individual agenda items. Material and not merely temporary conflicts of interest in the person of a Supervisory Board member are to lead to the termination of the mandate.
- (7) Each member of the Supervisory Board shall immediately inform the Chairman of the Supervisory Board or, if he is prevented, his deputy, if there is reason to believe that another member of the Supervisory Board has not properly disclosed a conflict of interest within the meaning of paragraph 6. The Chairman of the Supervisory Board or, if he is prevented from doing so, his deputy shall decide on the further procedure in accordance with the legal requirements.

- (8) In its report to the General Annual Meeting, the Supervisory Board shall inform about any conflicts of interest that have arisen and how they have been dealt with.
- (9) Each member of the Supervisory Board shall immediately notify the Bank in writing of transactions within the meaning of and in accordance with Art. 19 of the European Market Abuse Regulation. The Bank shall immediately forward the notification to the Federal Financial Supervisory Authority (BaFin).

§ 4 Chairman/Deputy Chairman

- (1) As provided by the law (in particular according to section 27 paragraphs 1 and 2 of the German Co-determination Act (*Mitbestimmungsgesetz*)) and the Articles of Association, the Supervisory Board shall elect from among its members a Chairman and a deputy Chairman under the direction of the oldest Supervisory Board member at age present who represents shareholders. The election takes place for the duration of the membership of the Supervisory Board. The deputy shall represent the Chairman in the event that the chairman is unable to attend.
- (2) Should one of the aforementioned resign before his period of office has expired, the Supervisory Board shall conduct a new election immediately.
- (3) Declarations of intent by the Supervisory Board and its committees are made on behalf of the Supervisory Board by the respective Chairman. The Chairman, though not any other member of the Supervisory Board, is authorized to accept declarations on behalf of the Supervisory Board.
- (4) The Chairman has a decisive leadership role in relation to the proper functioning of the Supervisory Board. He is committed to ensuring that the Supervisory Board as a whole works effectively and that there is trusting and constructive cooperation between the members of the Supervisory Board and the members of the Board of Managing Directors.

§ 5 Planning and convening of meetings as well as participation rights

- (1) The Chairman of the Supervisory Board is responsible for planning and preparing meetings and the agenda. Members of the Supervisory Board or the Board of Managing Directors may request meeting items to be placed on the agenda. If the request is received before the agenda of the next meeting is circulated, the items are to be included on the agenda. If the request for the agenda is received after the agenda for the next meeting has been circulated, the items are to be envisaged for the next ordinary meeting.
- (2) With the exception of the constituent meeting pursuant to section 12 paragraph 1 sentence 3 of the Articles of Association, the Chairman of the Supervisory Board shall, as a rule, convene the meetings of the Supervisory Board in writing or electronically, giving two weeks' notice and enclosing the agenda indicating the agenda items to be adopted. In urgent cases, the period of notice may be shortened as appropriate, and notice of the convention may be given also orally or by telephone. In the case of sentence 2, the agenda shall be made available as soon as possible. Any preparatory documents should be forwarded to the members of the Supervisory Board as early as possible.
- (3) At the invitation and discretion of the Chairman of the Supervisory Board members of the Board of Managing Directors may attend the meetings of the Supervisory Board or be present during individual agenda items. The Supervisory Board meets without members of the Board of Managing Directors, as needed. The Chairman of the Supervisory Board also has the discretion to decide on the participation of experts and respondents in a consultation. If the auditor attends a meeting as an expert, the Board of Managing Directors will not participate unless the Supervisory Board considers participation by the Board of Managing Directors to be necessary.

- (4) To the extent necessary and legally possible, the heads of the internal control functions are entitled to participate in the meetings of the Supervisory Board as experts and to provide information on the agenda items relating to their area of activity. During this, as needed, the Supervisory Board may hold the meeting without members of the Board of Managing Directors. The Chairman of the Supervisory Board may obtain information directly from the Compliance Officer and the Head of Internal Audit, with the involvement of the Board of Managing Directors.

§ 6 Convening meetings on the initiative of members of the Supervisory Board or the Board of Managing Directors

- (1) Each member of the Supervisory Board and member of the Board of Managing Directors may request the Chairman of the Supervisory Board to promptly convene a meeting of the Supervisory Board, indicating the purpose and the reasons for the request. The meeting shall be held within two weeks of it being convened.
- (2) Should this request not be granted, the member of the Supervisory Board or member of the Board of Managing Directors may convene the Supervisory Board himself, conveying the facts of the matter and stating an agenda.

§ 7 Meetings/Adoption of Resolutions

- (1) The Chairman of the Supervisory Board coordinates the work within the Supervisory Board, chairs its meetings and represents the interests of the Supervisory Board externally. He determines whether meetings are to be held in person, hybrid or exclusively virtually. He may also allow members of the Supervisory Board, Board of Management Directors or guests to take part in meeting or adopt resolution via telephone. In addition, the Chairman of the Supervisory Board determines the order in which items are dealt with as well as the type of voting procedure.
- (2) The resolutions of the Supervisory Board shall generally be adopted at meetings. Absent members of the Supervisory Board may participate in the voting by submitting their votes in written form through other members present at the meeting. Votes cast by fax, provided that the original is signed, as well as votes cast by email containing an electronic signature, or by any other comparable form, shall be counted as equivalent to those in written form, insofar as the issuer is clearly recognisable.
- (3) The quorum for the Supervisory Board is determined by the law and the Articles of Association. Resolutions require a majority of the votes cast, unless otherwise provided for by law or the Articles of Association. In the event of a tie, the Chairman of the Supervisory Board shall have a second vote, as provided by section 29, paragraph 2 of the German Co-determination Act. Pursuant to paragraph 2, the second vote may also be submitted in written form. The deputy Chairman of the Supervisory Board is not entitled to a second vote.
- (4) Items not included in the agenda or not properly communicated to the members of the Supervisory Board may be dealt with if the majority of members of the Supervisory Board present in the meeting agree to this. Insofar as a quorum exists, resolutions may only be adopted if no one raises an objection in the meeting and all the absent members subsequently approve this procedure within a period to be set by the Chairman of the Supervisory Board.
- (5) By order of the Chairman, the Supervisory Board may also outside of a meeting adopt resolutions in written form, by telephone, in electronic or comparable form or in a combination of all the aforementioned voting procedures. Members do not have the right to object to resolutions being adopted outside meetings.

- (6) Of the meetings of the Supervisory Board minutes must be prepared. The Chairman of the supervisory board may appoint a minute-taker. The minutes are signed by the Chairman of the Supervisory Board or, if he is unable to attend, by the respective chairman of the meeting and the minute-taker. The minutes shall indicate the place and date of the meeting, the participants attending the meeting, the items on the agenda, the principal content of what was heard and dealt with, including fundamental considerations, and the resolutions adopted by the Supervisory Board.
- (7) Resolutions not adopted at meetings shall be confirmed in writing by the Chairman of the Supervisory Board and recorded in the minutes of the next Supervisory Board meeting. The confirmation will be brought to the attention of the members of the Supervisory Board.
- (8) The minutes pursuant to paragraph 6 shall be transmitted or made available to all members of the Supervisory Board. They shall be deemed to have been approved if no member of the Supervisory Board who participated in the meeting or in the adoption of the resolution submits a written objection to the Chairman of the Supervisory Board within one month of the minutes being transmitted or made available.
- (9) In case of a first-time appointment of a member of the Board of Managing Directors, the appointment should generally not exceed three years. A resolution on the reappointment of members of the Board of Managing Directors can be made at the earliest one year before the end of the current appointment period. Both in the composition of the Board of Management and in proposals for the election of Supervisory Board members, attention is to be paid to diversity, and in particular to appropriate consideration of women and men. As a rule, members of the Board of Managing Directors should not be older than 65 years.

§ 8 Reporting

- (1) The Supervisory Board ensures that the Board of Managing Directors fulfils its reporting obligations as required by law and administrative stipulations.
- (2) The Chairman of the Board of Managing Directors is responsible for reporting; all members of the Board of Managing Directors must support the Chairman in this task. The Board of Managing Directors must submit to the Supervisory Board a report, generally in writing, on the reporting subjects covered by the Bank and the Group according to legal requirements and administrative stipulations. In individual cases, if necessary, swift reporting may be made orally. Written reports may also be sent to the members of the Supervisory Board electronically or by other customary means of telecommunication.
- (3) Within the scope of the reporting pursuant to paragraph 1, the Supervisory Board shall be informed at its meetings, regularly and, to the extent necessary on special occasions, about the intended business policy and other fundamental issues of the Company, in particular the asset, financial and earnings situation, the risk situation, risk management and risk controlling, reputation, personnel development, significant legal cases, compensation issues and compliance as well as internal audits. In addition, at least once a year there shall be a report on fundamental issues of corporate planning, in particular financial and personnel planning. Group Compliance and Group Audit shall also report regularly, but at least once a year, to the Supervisory Board and the Audit Committee.
- (4) To the extent necessary, the heads of the internal control functions are entitled to inform the Supervisory Board directly about topics relating to their area of activity.
- (5) Between meetings, the Chairman of the Supervisory Board shall regularly maintain contact with the Board of Managing Directors, in particular with the Chairman of the Board of Managing Directors, and consult with it in particular on issues of strategy, planning, business development, the risk situation, risk management and controlling, governance, compliance and internal audit and significant legal cases of the Commerzbank Group. The Chairman of the Supervisory Board

will be informed promptly by the Chairman of the Board of Managing Directors about important events which are essential for the assessment of the situation and development, as well as for the management of the Commerzbank Group. The Chairman of the Supervisory Board shall inform the Supervisory Board in an appropriate manner and convene an extraordinary meeting of the Supervisory Board, if necessary

- (6) Without prejudice to his other rights to information, every member of the Supervisory Board has the right to inspect the report of the Board of Managing Directors on the risk situation of the Bank and the Commerzbank Group.

§ 9 Formation of Supervisory Board committees

- (1) The Supervisory Board forms and appoints from among its members
 - a Compensation Control Committee,
 - an Audit Committee,
 - a Risk Committee,
 - a Presiding and Nomination Committee,
 - a Committee for Digital Transformation,
 - an Environmental, Social and Governance (ESG) Committee
 - and a Mediation Committee in accordance with section 27 paragraph 3 of the German Co-Determination Act.
- (2) From among its members, the Supervisory Board may permanently or temporarily form and appoint further committees and, to the extent permitted by law, delegate to them decision-making powers similar to those of the committees mentioned in paragraph 1.
- (3) Committees that are not mandatory by law can be dissolved by the Supervisory Board at any time.
- (4) The Supervisory Board may at any time take over the tasks assigned to committees or distribute them to other committees or committees to be newly formed, provided that these do not have to be exercised by the respective committee due to mandatory legal requirements.

§ 10 Internal organization of the Supervisory Board committees

- (1) The regulations established for the Supervisory Board in the Articles of Association and these Rules of Procedure shall apply mutatis mutandis for the internal organization of the committees, unless a different arrangement is established below or in the Rules of Procedure for the respective committees of the Supervisory Board.
- (2) The members of the committees are appointed at the constituent meeting of the Supervisory Board for the duration of their term of office as members of the Supervisory Board. The members of the committees must have the knowledge, abilities and experience which are required to perform the respective committee duties.
- (3) To ensure cooperation and professional exchange between the individual committees, at least one member of each committee shall be a member of another committee.

- (4) Each committee shall appoint one of its members as chairman as well as a further member as the deputy chairman. The Chairman of the Supervisory Board may be a member of all committees of the Supervisory Board. If he is a member of the Presiding and Nomination Committee or the Compensation Control Committee, he shall be the Chairman of the corresponding committee. The Chairman of the Supervisory Board shall not be the Chairman of the Audit Committee or the Risk Committee. The Chairman of the Audit Committee and the Risk Committee shall not chair any other committee at the same time.
- (5) Unless otherwise specified by law or in these Rules of Procedure, the responsibilities, composition and functioning of each committee are governed by its own Rules of Procedure which are adopted by the Supervisory Board. Committees set up for a limited period of time do not necessarily require their own Rules of Procedure.
- (6) Two or more committees may hold joint meetings, if required. The Chairmen of the respective committees shall coordinate on this. Section 10 paragraph 1 shall apply to joint meetings. Responsibility for joint meeting preparation and chairmanship lies with the Chairman of the Supervisory Board, insofar as he is committee chairman of a participating committee, otherwise with the oldest committee chairman in terms of years of service.

§ 11 Auditors' Reports

The auditors' reports shall be handed over or sent to the members of the Supervisory Board in order to prepare the agenda for the Supervisory Board meeting which includes the adoption of a resolution on the annual financial statements (section 170 paragraph 3 of the German Stock Corporation Act). The appendices and notes to the auditors' reports shall only be handed over or sent to the members of the Audit Committee; however, all members of the Supervisory Board may inspect these documents.

§ 12 Representation

The Bank may be represented vis-à-vis members of the Board of Managing Directors, insofar as the latter are not acting in this capacity, by people who are otherwise entitled hereto. In this respect, they act on behalf of the Supervisory Board.



COMMERZBANK

Commerzbank AG

Head Office
Kaiserplatz
Frankfurt am Main
www.commerzbank.de/group/

Postal address
60261 Frankfurt am Main
info@commerzbank.com

