



**Terms of Reference
for the Nomination Committee of the Supervisory Board of
Deutsche Bank Aktiengesellschaft
(15 December 2022)**

**Section 1
Composition and Chairperson**

- (1) The Committee consists of the Supervisory Board Chairperson¹ as well as two Supervisory Board members representing employees and two Supervisory Board member representing shareholders.
- (2) The Committee is chaired by an independent representative of the shareholders. The Chairperson of the Committee is elected by the Supervisory Board.

**Section 2
Tasks**

- (1) Notwithstanding any assignment by law or administrative order, the Committee has the tasks set out in these Terms of Reference.
- (2) The Committee supports the Supervisory Board with the following tasks:
 - a) identifying candidates to fill a position on the bank's Management Board. In so doing, the Committee shall take into account the balance and diversity of the knowledge, skills and experience of all members of the Management Board, prepare a position description with a candidate profile, and state the time commitment associated with the tasks.
 - b) promotion of talent development and diversity with a special focus on the succession pipeline for the Management Board.
 - c) drawing up an objective to promote the representation of the under-represented gender on the Supervisory Board as well as a strategy for achieving this.
 - d) development of proposals for appointments to Supervisory Board Committees.
 - e) drawing up guidelines for the individual and collective assessment of the professional qualifications, personal reliability and time availability of the members of the Management Board and Supervisory Board of Deutsche Bank AG ("Suitability Guideline") as well as the monitoring of the effectiveness of the Suitability Guideline.
 - f) the regular assessment, to be performed at least once a year, of the structure, size, composition and performance of the Management Board and of the Supervisory Board and making recommendations regarding this to the Supervisory Board.
 - g) the regular assessment, to be performed at least once a year, of the knowledge, skills and experience of the individual members of the Management Board and Supervisory Board as well as of the respective body collectively, and the assessment of the members of the Management Board and Supervisory Board in all other cases in accordance with the specifications of the Suitability Guidelines.
 - h) the review of the Management Board's principles for selecting and appointing persons to the upper management levels and the recommendations made to the Management Board in this respect.

¹ To facilitate readability, any gender specific references used shall be interpreted to be gender neutral.



- i) the decision on the election of a second Deputy Chairperson through the submission of a mutually agreeable nomination proposal.
- (3) The shareholder representatives on the Committee prepare the Supervisory Board's proposals for the election or appointment of new shareholder representatives to the Supervisory Board. In this context, they take into account the criteria specified by the Supervisory Board for its composition as well as the balance and diversity of the knowledge, skills and experience of all members of the Supervisory Board, prepare a position description with a candidate profile, and state the time commitment associated with the tasks.

Section 3 Meetings and voting

- (1) Meetings of the Committee are convened by its Chairperson with an advance notice period of at least two weeks.
- (2) The provisions applicable to the Supervisory Board also apply to the convocation and taking of the minutes of the Committee's meetings, to participation and attendance, to forming a quorum, to the ways in which resolutions are taken and to the reports to the Supervisory Board except that these apply to the members of the Committee instead of the Supervisory Board members and to the Committee Chairperson instead of the Supervisory Board Chairperson.
- (3) In cases where there is an equal division of votes and a second round of voting on the same matter also leads to a tied vote, then the Committee Chairperson has two votes.
- (4) The Committee resolves on the nomination proposal for the appointment of a second Deputy Chairperson of the Supervisory Board through unanimous vote. Abstentions and non-attendance remain uncounted in adopting the resolution.

Section 4 Right to information

The Committee is authorised to obtain information through the Chairperson relating to the Committee tasks from the auditor of the financial statements, the Management Board and, with the prior consent of the Management Board, from senior executives of Deutsche Bank AG who report directly to the Management Board.

Section 5 Declarations

The Committee Chairperson acts on behalf of the Committee if declarations have to be issued or received to implement the resolutions of the Committee.

Section 6 Confidentiality obligation

- (1) Members of the Committee and other persons who attend a meeting of the Committee must maintain confidentiality on reports and documents they have received and on the contents of discussions and deliberations, as well as on all confidential information and secrets of the bank, i.e. confidential operating and business information, which came to their attention as a result of their activity on the Committee, even after the end of their activity.
- (2) In addition, the provisions in section 6 of the Terms of Reference for the Supervisory Board apply.



Section 7 Reporting to the Supervisory Board

The Committee Chairperson reports regularly to the Supervisory Board on the work of the Committee.

Section 8 Self-assessment

The Committee assesses, at regular intervals, how effectively the Committee fulfils its tasks.

Section 9 Conflicts of interest

In the event of conflicts of interest in connection with a Committee member's work, the provisions on conflicts of interest in the Terms of Reference for the Supervisory Board apply accordingly. Furthermore, the Committee Chairperson or, if he or she is prevented, a specific member of the Committee is informed accordingly.

Section 10 Changes to the Terms of Reference

Changes to these Terms of Reference require a resolution by the Supervisory Board.