



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

**Section 1**  
**Composition and Chairperson**

- (1) The Committee comprises the Supervisory Board Chairperson as well as three Supervisory Board members representing employees and two Supervisory Board members representing shareholders that the Supervisory Board elects from among its members. No former member of the Management Board shall chair the Committee.
- (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 which are set out in these Terms of Reference:
  - a) It monitors the Management Board's measures that ensure the company's compliance with legal requirements, authorities' regulations and the company's own in-house policies (preventive compliance control).
  - b) The Management Board informs the Committee on an ongoing basis about contacts with Regulators with a significant relevance for the business activity and especially about special audits, substantial complaints and other exceptional measures on the part of German and foreign bank regulatory authorities to the extent they do not relate to financial reports or audit matters.
  - c) It regularly reviews the bank's codes of conduct and ethics as well as its policy framework to foster conduct on the part of company employees that is exemplary in every way, both within and outside the company, and that such conduct is not just aligned to the formal compliance with statutory requirements.
  - d) It supports the Supervisory Board by the monitoring of the highest risk associated litigation cases and, on request, the Risk Committee in monitoring and analyzing the legal and reputational risks that are material to the bank. For this purpose, it advises the Management Board on how to generate awareness of the importance of such risks (e.g. in the bank's codes of conduct and ethics).



- e) It is regularly informed about significant investigations and their development, and may, on request of the Compensation Control Committee, analyze consequence management measures in connection with such investigations.
  - f) It supports on request the preparation of the Chairman's Committee's recommendations for Supervisory Board decisions on pursuing recourse claims or taking other measures against current or former members of the Management Board, and its Chairperson discusses the recommendations with the Chairman's Committee.
- (2) The Regulatory Oversight Committee, Audit Committee and Risk Committee coordinate their activities and work together regularly and – if required – on an ad hoc basis to ensure the necessary exchange of information to capture and assess all relevant risks for the performance of their tasks.

### **Section 3 Meetings and voting**

- (1) Meetings of the Committee are convened by its Chairperson or - if he or she is prevented, by the Supervisory Board 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.

### **Section 4 Participation in meetings**

- (1) The Committee meetings are attended by the Management Board members with functional responsibility for Legal and Regulatory Affairs as well as Compliance and Anti-Money Laundering as well as the Head of Group Audit and the Head of Internal Investigations, unless the Committee Chairperson specifies otherwise from case to case in consultation with the Management Board.
- (2) The Committee Chairperson may allow other persons to participate in the meetings of the Committee.
- (3) The Committee meets regularly also without the Management Board.



## **Section 5**

### **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 6**

### **Declarations**

The Committee Chairperson or, if he or she is prevented from doing so, the Supervisory Board Chairperson, acts on behalf of the Committee if declarations have to be issued or received to implement the resolutions of the Committee.

## **Section 7**

### **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 and the term of office on this Committee.
- (2) The provisions in section 6 of the Terms of Reference for the Supervisory Board also apply.

## **Section 8**

### **Reporting to the Supervisory Board**

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

## **Section 9**

### **Self-assessment**

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



## **Section 10 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 11 Changes to the Terms of Reference**

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