



Terms of Reference
for the Technology, Data and Innovation Committee of the Supervisory Board
of Deutsche Bank Aktiengesellschaft
(15 December 2022)

Section 1
Composition and Chairperson

- (1) The Committee comprises the Supervisory Board Chairperson¹ as well as up to four Supervisory Board members representing employees and up to three 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.
- (2) The Committee supports the Supervisory Board in fulfilling its oversight responsibilities relating to the bank's innovation, data and technology environment and therefore continually advises and monitors the Management Board with regard to

whether the bank has adequate technical and organizational resources, and

whether an adequate plan has been defined, in particular for IT systems

including their application with generally established standards to the arrangement of the IT systems and the related IT processes.

These include in particular the oversight over the Management Board work on

- a. the IT strategy and its sustainability while outlining the objectives and measures to be taken to achieve these objectives;
- b. the IT governance;
- c. the information security management;
- d. the user access management;
- e. the implementation of major IT projects and application development;
- f. IT operation, including data backup;
- g. outsourcing and other external procurement of IT services;

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



- h. data governance and data strategy, including their implementation, and
 - i. any other material issues which may arise in connection with the IT systems and services or data quality of the Deutsche Bank AG.
- (3) The Technology, Data and Innovation Committee, Audit Committee, Risk Committee and Strategy and Sustainability 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 member with functional responsibility for Technology, Data and Innovation, the Group Chief Technology Officer, the Group Head of Technology Infrastructure and the Group Chief Information Officer for Corporate Functions, 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 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, the Chief Operating Officer, the Information Security Officer and, with the prior consent of the Management Board, from other 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 of 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.
