



**Terms of Reference
for the Chairman's 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, the Deputy Supervisory Board Chairperson as well as one Supervisory Board member representing employees and one Supervisory Board member representing shareholders that the Supervisory Board elects among its members.
- (2) The Committee is chaired by the Chairperson of the Supervisory Board or, if he or she is prevented from doing so, the Deputy Chairperson of 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:
 - a) preparation of meetings of the Supervisory Board and handling current business between meetings of the Supervisory Board,
 - b) preparation of decisions by the Supervisory Board on the appointment and dismissal of members of the Management Board, including long-term succession planning for the Management Board, while taking the recommendations of the Nomination Committee into account,
 - c) conclusion, amendment and termination of employment and pension contracts in consideration of the plenary Supervisory Board's sole authority to decide on the remuneration of the members of the Management Board and while taking the recommendations of the Compensation Control Committee into account,
 - d) taking note of and, where necessary, expressing an opinion on contracts and/or amendments to contracts for the General Manager (Generalbevollmächtigter) of Deutsche Bank AG that is designated as member of the management board,
 - e) handling of other contractual business with active and former members of the Management Board pursuant to § 112 Stock Corporation Act,
 - f) approval of mandates, honorary offices or special tasks outside of Deutsche Bank Group of members of the Management Board while taking the recommendations of the Nomination Committee into account,
 - g) approval to hand over confidential internal data concerning a Management Board member in consultation with the Chairperson of the Management Board and/or the Chief Risk Officer, unless they have a conflict of interests,
 - h) approval of contracts with Supervisory Board members pursuant to § 114 Stock Corporation Act,
 - i) preparation of decisions of the Supervisory Board in the field of corporate governance, decisions in the Supervisory Board's stead on an adjustment of the annual declaration of conformity to changed actual circumstances and verification of compliance with the declaration of conformity.

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



- j) Take note of and, where necessary, expressing an opinion on the Supervisory Board's and its committees costs for consultation of auditors, experts, legal and other advisors.
- k) Preparation of the recommendations for decisions of the Supervisory Board on pursuing claims for damages or taking other measures against incumbent or former members of the Management Board. As required, the Committee draws on the expertise of the Chairperson of the Regulatory Oversight Committee.

Section 3 Meetings and voting

- (1) Meetings of the Committee are convened by its Chairperson or, if he or she is prevented from doing so, the Deputy Chairperson of the Supervisory Board with an advance notice period of at least one week.
- (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 meets regularly without the Management Board, unless the Chairperson of the Committee specifies otherwise from case to case.
- (2) The Committee Chairperson may allow other persons to participate in the meetings of the Committee.

Section 5 Declarations

The Chairperson of the Supervisory Board or, if he or she is prevented from doing so, the Deputy 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.