



COMMERZBANK

Rules of Procedure of the Risk Committee

of the Supervisory Board of Commerzbank AG

6 July 2022



The bank at your side

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For reasons of improved readability, the simultaneous use of male and female language forms is not required. All person names apply equally to both sexes.

§ 1 Composition and Presidency

- (1) The Risk Committee shall consist of at least five members of the Supervisory Board.
- (2) The Chairman of the Committee and his deputy shall be elected by the Committee under the leadership of the oldest member at age present. The Chairman of the Committee, who shall not be the Chairman of the Supervisory Board or the Chairman of any other Committee, shall coordinate the work of the Committee and is authorized to make and accept declarations on behalf of the Risk Committee.
- (3) The Chairman of the Risk Committee shall have knowledge and experience in the areas of bank-specific risk types, risk management and risk controlling.
- (4) A member of the Risk Committee (not necessarily the same) shall also be a member of the Audit, ESG and Compensation Control Committee and the Digital Transformation Committee.

§ 2 Tasks and Rights

- (1) The remits of the Risk Committee are in particular
 - a) The monitoring of the risk management system and the treatment of risks such as market, credit and operational risks as well as reputational risks, cyber risks (including the Bank's information security) and ESG (Environment, Social, Governance) related risks;
 - b) Advising the Supervisory Board on the current and future overall risk appetite and risk strategy of the Bank and supporting the Board of Managing Directors in monitoring the implementation of this strategy by the Board of Managing Directors;
 - c) Monitoring whether the terms and conditions in the client business are in line with the Bank's business model and risk structure;
 - d) The assessment of whether the incentives set by the remuneration systems take into account the risk, capital and liquidity structure of the Bank, and the probability and maturity of revenue.
- (2) The following transactions require the approval of the Risk Committee:
 - a) Financial, credit and other transactions requiring the approval of the Supervisory Board under the German Banking Act;
 - b) The acquisition and sale of land and rights equivalent to real property and the construction, reconstruction and fitting-out of buildings, if the value of the individual consideration exceeds 300 million euros;
 - c) Leasing of land and buildings and the conclusion of leasing contracts if the total obligation of the Bank under the respective contract exceeds 80 million euros per year;
 - d) The acquisition and sale of companies, business units and interests in other companies as well as the establishment of other companies with the participation of third parties, if the value of the consideration - respectively the book value in case of the establishment of a company - individually exceeds 300 million euros. Acquisitions and sales concluded with companies of the Commerzbank Group¹ are not subject to approval;
 - e) Definition and modification of the threshold values for the 'phase Red' of the restructuring indicators in the Commerzbank Group's recovery plan.

¹ The Commerzbank Group comprises all companies that are assigned to Commerzbank AG under Group Law.

- (3) The Risk Committee receives the following information from the Board of Managing Directors:
- a) Transactions according to paragraph 2d, sentence 2, as well as the spin-off or transfer of significant business areas to other companies of the Commerzbank Group (sect. 7, para. 2, no. 1 of the Rules of Procedure of the Board of Managing Directors).
 - b) The risk situation of the Bank and the Commerzbank Group in accordance with the relevant regulatory requirements.
 - c) Concentration risks (bulk risks) according to the definition of the Commerzbank Group's large exposures defined by the Board of Managing Directors in consultation with the Risk Committee and valid for the respective reporting period and decided large exposures during the respective reporting period, unless the approval of the Risk Committee is required in accordance with paragraph 2(a).
- (4) The Risk Committee determines the type, scope, format and frequency of information that the Board of Managing Directors must provide on the subject of strategy and risk.
- (5) The Risk Committee cooperates in particular with the Audit, ESG and Compensation Control Committee as well as the Digital Transformation Committee. The Chairman of the Risk Committee is entitled to obtain information directly from the heads of the central divisions responsible for controlling and monitoring, in particular the Compliance Officer, the Head of Internal Audit, the Head of Risk Controlling and the Head of Risk Management System. The Board of Managing Directors shall be informed of this. The Chairman of the Committee will make the received information available to all members of the Committee.
- (6) The Risk Committee may seek the advice of external experts if necessary.

§ 3 Meetings and Internal Order

- (1) The Chairman of the Risk Committee shall, as a rule, convene meetings in writing or electronically, accompanied by an agenda, with two weeks' notice. In urgent cases, the period of notice may be shortened appropriately and the notice may also be given orally or by telephone.
- (2) The Committee shall have a quorum if at least half of its members participate in the adoption of the resolution.
- (3) Unless otherwise specified in these Rules of Procedure, the regulations established for the Supervisory Board in the Articles of Association and the Rules of Procedure of the Supervisory Board shall apply *mutatis mutandis* for the internal organization of the Committee in accordance with section 9 paragraph 1 of the Rules of Procedure of the Supervisory Board.

§ 4 Reporting to the Supervisory Board

The Chairman of the Committee or, in the case of representation, his deputy shall report regularly to the Supervisory Board on the work of the Committee.

§ 5 Self-Assessment

The Risk Committee shall regularly, at least once a year, assess the efficiency of its activities.

§ 6 Amendment of the Rules of Procedure

Amendments to these Rules of Procedure shall be subject to the approval of the Supervisory Board.



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