



Corporate Governance Roadshow

December 2025



Agenda

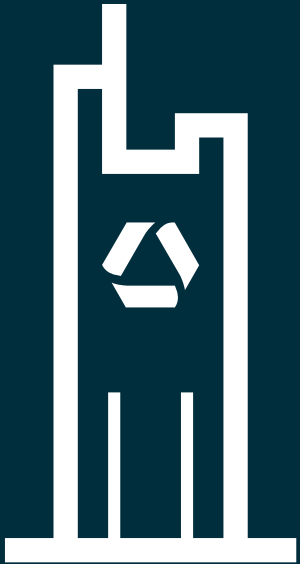
1. Strategy
2. Supervisory Board
3. Board of Managing Directors
4. Remuneration of the Board
of Managing Directors
5. Sustainability





1. Strategy

We made great progress and can build on a very strong momentum



- Constant increase in profitability since 2020, combined with a positive share price development and attractive capital returns
- A business model deeply rooted in Germany with very good product and customer coverage, reflected in solid customer ratings and market shares
- An experienced team that has delivered and is highly motivated



-11.7% | 9.2%
Net RoTE (%)



82% | 59%
CIR (%)



<6 | >15
Share price (€)



3.1
Capital return¹ (€bn)

2020 | 2024

Strength of our business model provides excellent baseline for future growth

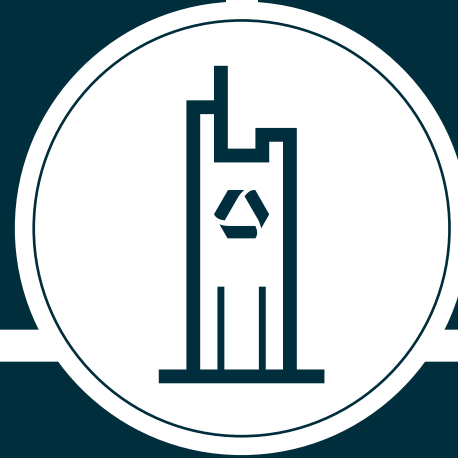


Corporate Clients

- No. 1 bank for German Mittelstand
- Leading bank for German trade finance
- Global presence in more than 40 countries

PSBC Germany

- Leading universal bank with nationwide branch network and 24/7 multi-channel offering
- First-class advice for Private and Small-Business Customers
- comdirect as best direct bank in Germany and best online broker



mBank

- Most efficient digital bank in Poland
- Innovative mobile banking offering
- Very attractive customer base

Commerzbank creates value for all stakeholder groups



Investors

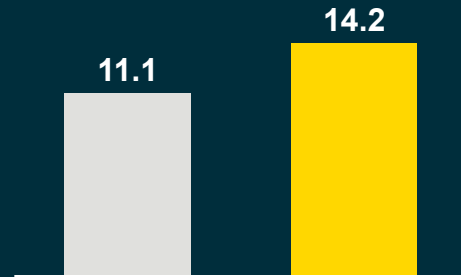
Achieve competitive Net RoTE of 15% in combination
with attractive capital return

Customers
Financing growth and
transformation as well as
creating sustainable wealth

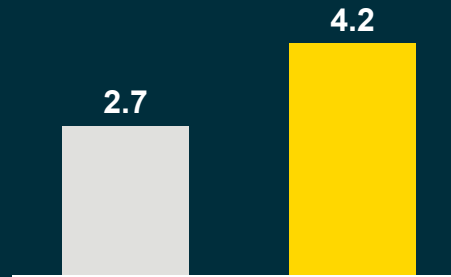


Employees
Employee participation in
the company's success and
creation of attractive jobs

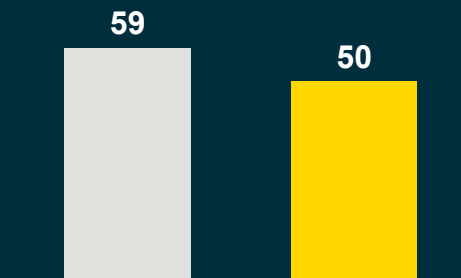
Well substantiated and ambitious targets based on prudent assumptions



Revenues (€bn)

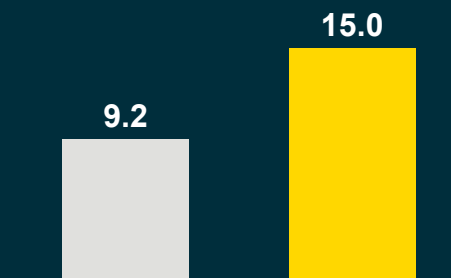


Net result (€bn)



Cost-income ratio (%)

2024 | 2028



Net RoTE (%)

2024 | 2028

Assumptions targets 2028

- Conservative rates assumption below current forward rates
- German GDP assumed to grow by ~1.0% p.a.
- Growth in commission income and linked investments managed in tandem
- No inorganic growth assumed
- RWA growth and significant risk transfer (SRT) managed in tandem



Commerzbank. **Momentum.** Growth and Transformation

We build on our proven strengths to grow profitably

We strengthen our customer focus by enhancing our digital sales channels

We raise our capital efficiency by portfolio optimisation and securitisation

We increase our operational productivity by modernising processes and by efficiently using technology and shoring

We enhance the motivation and performance of our employees

Augmented by
• Partnerships
• Selective M&A¹

We created strong momentum in the last 12 months



Developed Momentum-strategy with ambitious targets



Share price almost doubled



Accelerated growth in lending and revenues



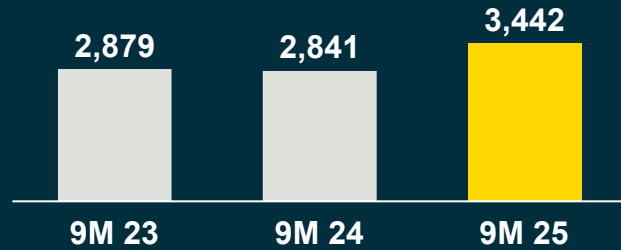
Strengthened our leading client franchise



Strong 9M performance towards momentum targets

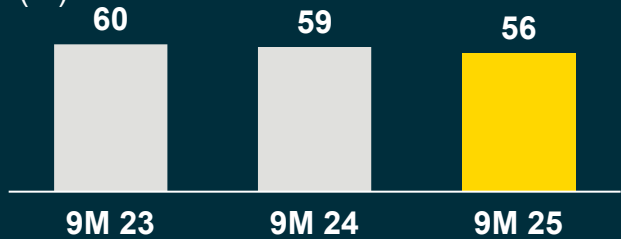


Operating result (€m)



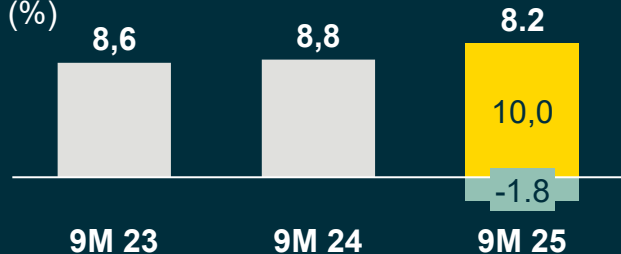
Growth in fee income and mBank revenues drive operating result

Cost-income ratio (CIR) (%)



Steadily increasing efficiency fully in line with targeted trajectory

Net RoTE (%)



Double-digit return level new baseline for growth from 2026 onwards

thereof impact of restructuring expenses net of tax

Regular planning update confirms strategy and targets



Momentum Achievements



Customer focus

New client advisory model in PSBC Germany



Growth

Successfully leverage franchise for capital accretive loan growth



AI

Continuous roll-out and enhancement (e.g. KYC-processes)



Costs

Implementation of restructuring fully on track



Capital

First SRT completed – more to come in Q4

Topics of special strategic importance (for the coming quarters)



Continue growth path and capitalise on German stimulus



Usage of AI to transform the bank



Optimise deployment of capital above 13.5% target

Improved SREP requirements underline confidence of regulators in our business model and our growth trajectory



2. Supervisory Board

Collaboration between the Supervisory Board and the Management Board in the German “Two-tier Board System”



Two-tier Board System

A company leadership structure of a company in certain European countries, such as Germany, that comprises two tiers:

- › a **Supervisory Board (Aufsichtsrat)**, on which representatives of shareholders (and if applicable employees) are represented.
- › a **Management Board (Board of Managing Directors or Executive Board)** that is concerned with the day-to-day running of the business.

Two-tier System

One-tier System

Executive Level

Management Board

Control Level

Supervisory Board

Ownership Level

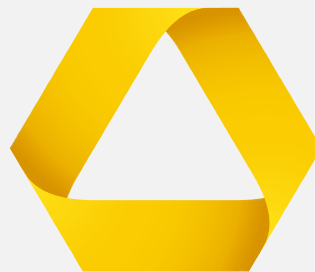
Shareholders

Board (Chair & CEO)

Shareholders

Supervisory Board

- › The Supervisory Board appoints the Management Board and ensures the effective composition of the Managing Directors team.
- › The Supervisory Board supervises and advises the Management Board and holds a joint discussion of the strategy.
- › The Supervisory Board oversees the remuneration system of the Board of Managing Directors.



Management Board

- › The Management Board is responsible for independently managing the enterprise.
- › It is obliged to act in the bank's best interest.
- › The Management Board is responsible for the development and execution of the bank's strategy.
- › The Management Board is responsible for the operating business and takes all related decisions.

Shareholders' representatives in the Supervisory Board



» New shareholders' representatives since the last shareholders' meeting 2025



Dr. Michael Gorriz

Profound knowledge and experience in technology and operations for financial services, particularly in relation to the modernization of system landscapes and the digitization of business models, the development of procurement strategies, and the introduction of cloud computing due to the previous role as Global Chief Information Officer at Standard Chartered Bank based in Singapore.

Comprehensive experience in technology management in the automotive industry, including merger and de-merger activities, due to various roles in IT management at Daimler AG.

Extensive experience in supervisory board activities with a focus on innovation, technology, and cybersecurity due to various mandates in Europe and Asia.



Sabine Lautenschläger-Peiter



Profound experience in prudential supervision of German and European credit institutions, in particular in risk management and governance, due to previous roles as banking supervisor at the Federal Financial Services Authority of Germany (BaFin), at the Deutsche Bundesbank and at the Single Supervisory Mechanism at the ECB.

Comprehensive knowledge/experience in German, European and international banking regulation as former member of the European Banking Authority, the Basel Committee of Banking Supervision and the Financial Stability Board as well as currently as independent, non-executive Board member and member of the Legal Committee of the Dubai Financial Services Authority, Dubai – UAE.

Extensive experience in international institutions, in particular on the subject of banking supervision, banking regulation, financial stability and banking resolution.

» Further shareholders' representatives



Prof. Dr. Jens Weidmann



Harald Christ



Dr. Frank Czichowski



Sabine U. Dietrich



Burkhard Keese



Daniela Mattheus



Caroline Seifert



Frank Westhoff



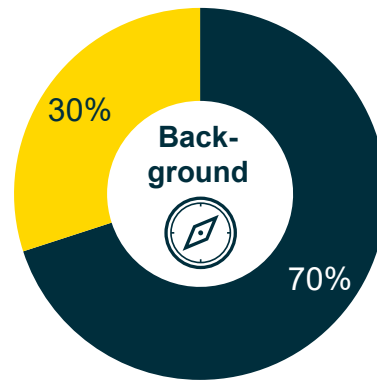
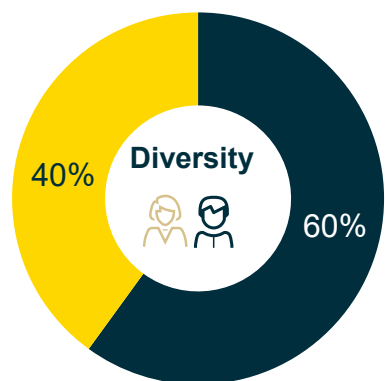
= Representative of the Federal Government

General information on the composition of the Supervisory Board



The **Supervisory Board of Commerzbank** consists of a total of **20 members** of which **10 members** are elected by the bank's **employees** in accordance with the German Co-determination Act – the remaining **10 representatives** are elected by **Commerzbank's shareholders**.

Composition of the shareholders' representatives in the Supervisory Board



Women Men

Other (EU / Non-EU)

Germany

Industrials and Services

Banking

National

International



Average age of members of the Supervisory Board:

~54 years



Average period of being a board member:

~3 years

Independence of the Supervisory Board



10 of the 10 shareholders' representatives in the Supervisory Board are independent according to the German Corporate Governance Code. None of them have a personal or business relationship with the bank, its corporate bodies, a controlling shareholder or a company affiliated with the controlling shareholder that could lead to a significant, not temporary conflict of interest. All members of the Supervisory Board are independent according to the European Sustainability Reporting Standards. None of them have an interest, position, association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in decision-making.

Composition of the Supervisory Board



Compensation Control Committee

Prof. Dr. Jens Weidmann (Chairman)
Dr. Frank Czichowski
Sabine Lautenschläger-Peiter
Nina Olderdissen
Sascha Uebel

Presiding and Nomination Committee

Prof. Dr. Jens Weidmann (Chairman)
Harald Christ
Burkhard Keese
Nina Olderdissen
Sascha Uebel
Frederik Werning
Frank Westhoff

Audit Committee

Burkhard Keese (Chairman)
Dr. Frank Czichowski
Gunnar de Buhr
Harald Christ
Sandra Persiehl
Kevin Voß
Prof. Dr. Jens Weidmann
Frank Westhoff

Risk Committee

Frank Westhoff (Chairman)
Dr. Frank Czichowski
Dr. Michael Gorriz
Burkhard Keese
Sabine Lautenschläger-Peiter
Michael Schramm
Prof. Dr. Jens Weidmann

Dr. Michael
Gorriz

Burkhard Keese

Sabine Lautenschläger-Peiter

Environmental, Social and Governance Committee (ESG)

Daniela Mattheus (Chairwoman)
Maxi Leuchters
Dr. Frank Czichowski
Sabine U. Dietrich
Sabine Lautenschläger-Peiter
Nina Olderdissen
Michael Schramm
Caroline Seifert
Frederik Werning

Frank Westhoff

Committee for Digital Transformation

Sabine U. Dietrich (Chairwoman)
Gunnar de Buhr
Heike Anscheit
Harald Christ
Dr. Michael Gorriz
Thomas Kühnl
Daniela Mattheus
Sandra Persiehl
Caroline Seifert

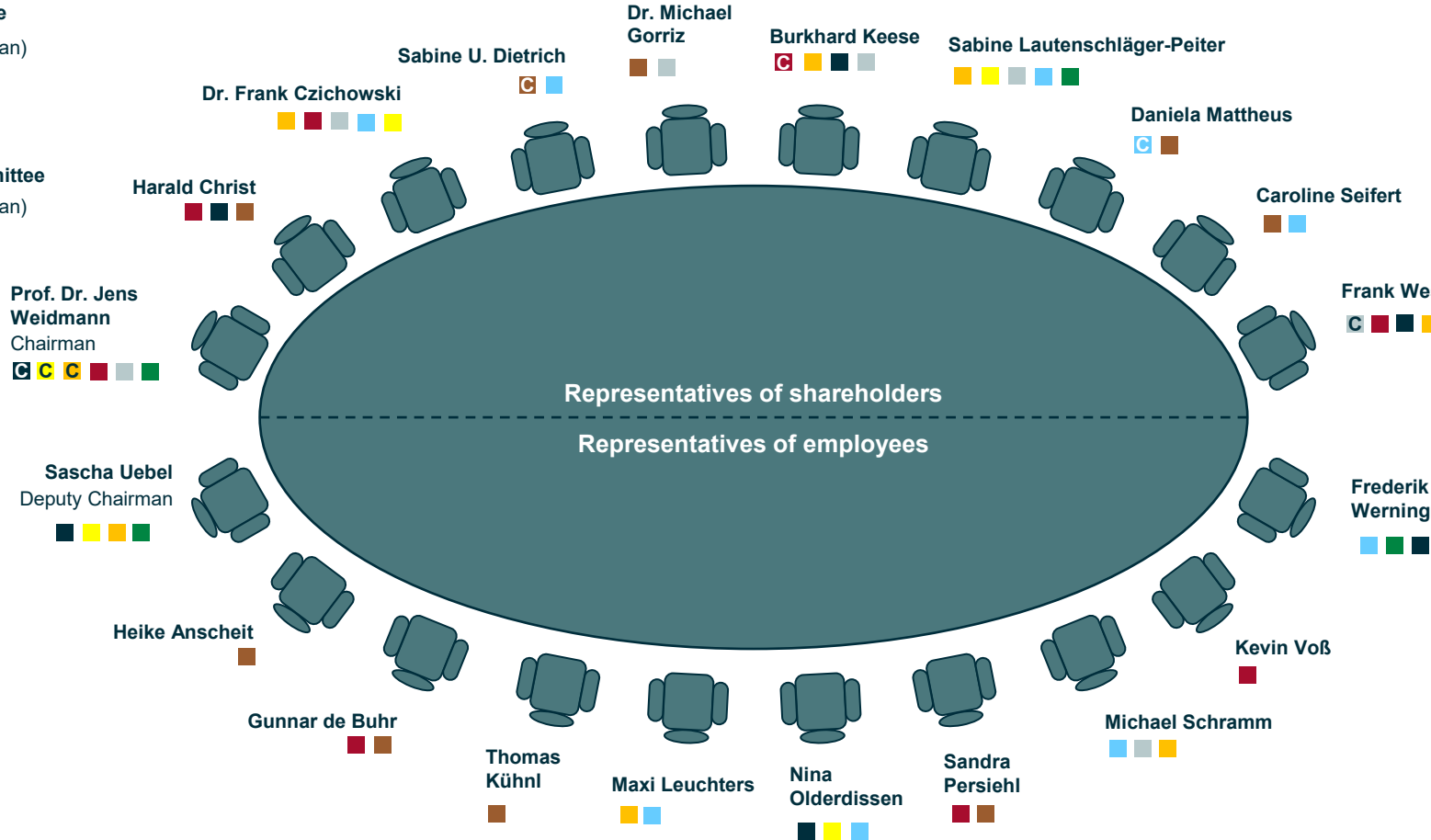
Frederik
Werning

Mediation Committee

Prof. Dr. Jens Weidmann
Sabine Lautenschläger-Peiter
Sascha Uebel
Frederik Werning

Special Committee*

Prof. Dr. Jens Weidmann (Chairman)
Dr. Frank Czichowski
Burkhard Keese
Sabine Lautenschläger-Peiter
Maxi Leuchters
Michael Schramm
Sascha Uebel
Frank Westhoff



C indicates the Chairperson of the respective Committee

* since 09/2024 | no permanent Committee

(as of 07/2025)



3. Board of Managing Directors

Board of Managing Directors



The **Board of Managing Directors** generally consists of a total of **seven members**, including **one Chair** and **one Deputy Chair**.



Dr. Bettina Orlopp
Chairwoman



Carsten Schmitt
Chief Financial Officer



Michael Kotzbauer
Deputy Chairman
Corporate Clients Segment



Bernhard Spalt
Chief Risk Officer



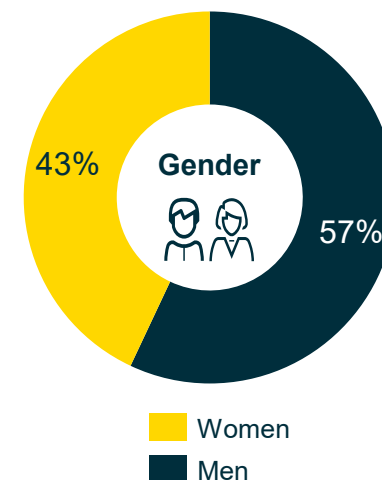
Sabine Mlnarsky
Chief Human Resources Officer



Christiane Vorspel-Rüter
Chief Operating Officer



Thomas Schaufler
Private and Small-
Business Customers Segment



Average age of members of the
Board of Managing Directors:

~55 years



Average period of being a
board member:

~3 years



**Commerzbank's target
quota:** at least **1 woman**



**Commerzbank's actual
quota:** **3 women**

Composition of the Board of Managing Directors



Dr. Bettina Orlopp
CEO, Board Member
since 01.11.2017



Michael Kotzbauer
Deputy chairman,
Board Member since
14.01.2021



Sabine Mlnarsky
CHRO, Board Member
since 01.01.2023



Thomas Schaufler
Board Member
since 01.12.2021



Responsibilities

- Audit
- Communications
- Legal
- Strategy, Transformation & Sustainability
- Corporate M&A and Investments
- Research

- Corporate Clients

- Human Resources
- Organisation & Security

- Private and Small-Business Customers

Previous Commerzbank positions

- › CFO
- › Board Member Compliance, HR und Legal
- › Divisional Board Member Development & Strategy

- › Divisional Board Member Large Corporates South/East
- › Regional Board Member Asia
- › Divisional Board Member Mittelstandsbank

- › Sabine Mlnarsky was directly appointed as Board Member when she joined the Executive Board

- › Thomas Schaufler was directly appointed as Board Member when he joined the Executive Board

Former employers

- › McKinsey & Company

- › Michael Kotzbauer started his career 1990 at Commerzbank

- › Erste Group Bank AG
- › Austrian Airlines

- › Erste Group Bank AG

Composition of the Board of Managing Directors



Carsten Schmitt

CFO, Board Member
since 19.02.2025



Bernhard Spalt

CRO, Board Member
since 01.01.2024



Christiane Vorspel-Rüter

COO, Board Member
since 01.09.2024



Responsibilities

Finance
Investor Relations
Tax
Treasury

Credit Risk Management
Risk Control
Cyber Risk & Information Sec.
Compliance
mBank

Digital Transformation
Technology Foundations
Operations
Big Data & Advanced Analytics
Cross Functions
comdirect Delivery
CIO CC
CIO PUK

Previous Commerzbank positions

› Divisional Board Member (Head of Group Finance)

› Bernd Spalt was directly appointed as Board Member when he joined the Executive Board

› CIO Commercial Banking
› CIO Investment Banking & International

Former employers

› Danske Bank A/S

› Österreichische Post AG
› Erste Group Bank AG

› Landesbank Baden-Württemberg (LBBW)



4. Remuneration of the Board of Managing Directors

Development of BoMD Remuneration System (Structure)



Separation of STI and LTI

- STI (40%): one-year performance period
- LTI (60%) three-year forward-looking performance period

STI Structure

- Qualitative and quantitative objectives (≥80%)
- Group KPI (operating profit or similar) (max. 20%)

LTI Structure

- Group KPIs only
- Financial KPIs (60%)
 - ESG (20%)
 - Relative TSR (20%)

Adjustments after investor sounding:

- Financial Group KPI on Short Term
- Clear und simple KPI structure on Long Term (incl. fixed weighting)
- Transparency: Description of ex-ante disclosure of LTI KPIs in the remuneration system

Implementation with effect from 1 January 2026

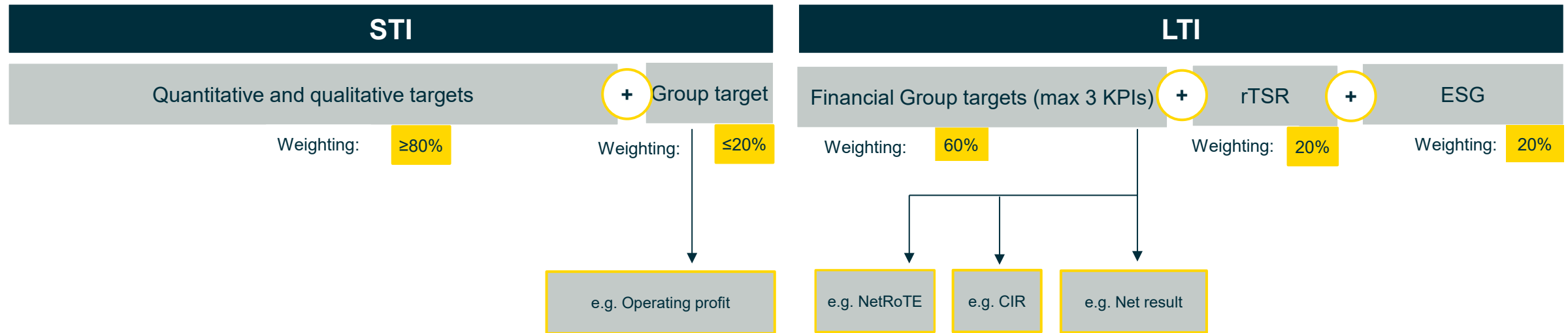
Results

- **Investors' feedback was considered:**
 - Separate targets for STI and LTI
 - LTI targets for 3 years into the future
- **Regulator** had no concerns about the new approach
- Resolution of the **Supervisory Board** in February 2025 on the introduction of the new system
- Approval of the **Annual General Meeting** in May 2025 with an approval rating of **95.08 %**.

Structure of KPIs (defined in the remuneration system)



Introduction of separate performance criteria for STI and LTI



- Focus on departmental targets (merging with individual targets)
- In addition, one-year Group target in STI to avoid "silo thinking"
 - (e.g.) Operating profit as the most important financial indicator for Commerzbank's success
 - Through op. profit also connection to the employee compensation system
- Weighting additional Group target max. 20% (total weighting of Group targets must not exceed 70% due to regulatory requirements)

- Group targets only
- Within the financial group targets weighting can be flexibly determined by the Supervisory Board
- A maximum of 3 KPIs in financial targets
- NetRoTE, CIR, Net result by way of example only, decision at the discretion of the supervisory board
- The specific KPIs ESG and rTSR, on the other hand, are fixed in the system

KPIs for 2026:

Quant. and qual. criteria
80%

Operating profit
20%

NetRoTE
30%

CIR
30%

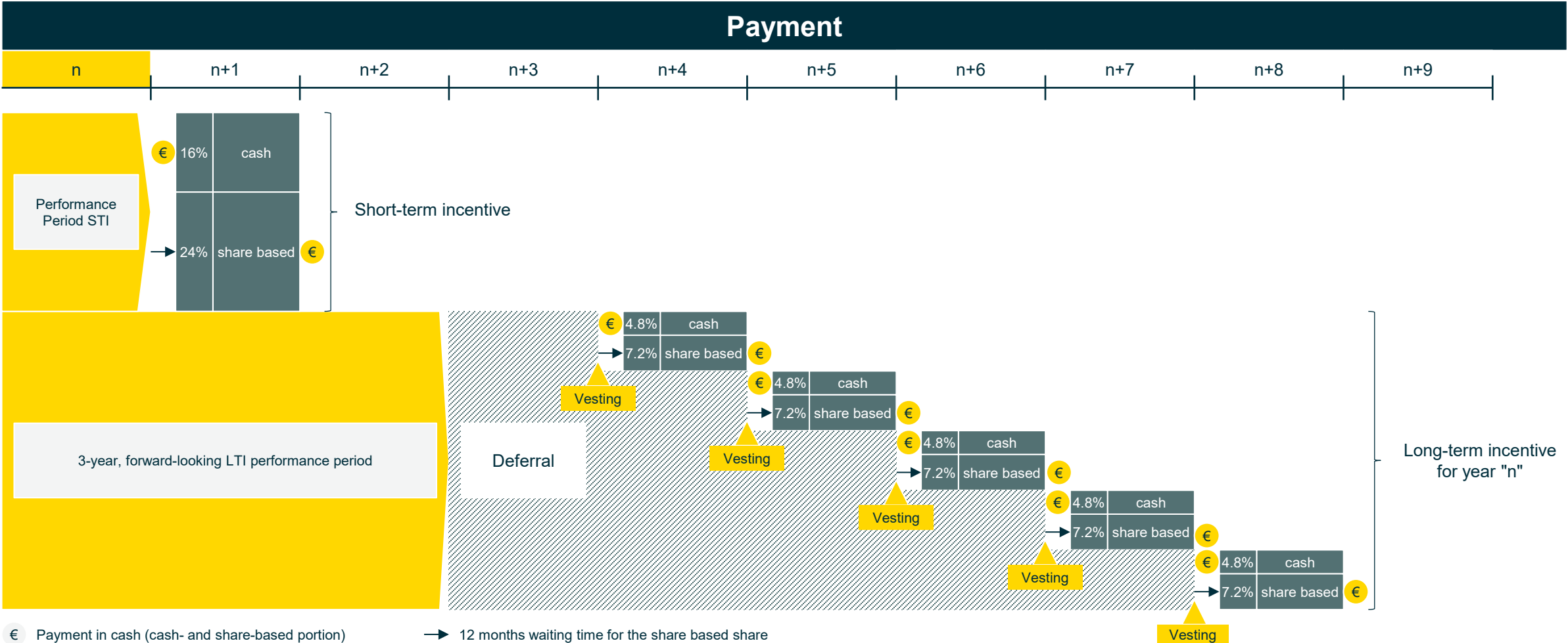
rTSR
20%

ESG
20%

Disbursement in the new system: Principle



Separation of short-term and long-term incentive; the long deferral complies with German legislation





5. Sustainability

Commerzbank's sustainability strategy follows a holistic view, shaped by ESG building blocks



» Our overarching goal is directed by our commitment to meet the global challenges as a responsible partner for sustainable economic and social development



Responsibility represents the entire sustainability spectrum of "Environment, Social and Governance" (ESG)

E_{nvironment}

The protection of the environment and climate as well as the support of our customers in their efforts are firmly anchored in Commerzbank.



S_{ocial}

We value an open corporate culture and actively contribute to society with various commitments.



G_{overnance}

Solid values, binding codes of conduct as well as demanding commitments form the framework of our business activities.



Good progress on ESG priorities & consistent plan on Commerzbank's sustainability strategy



Key Achievements 2025

Updated ESG Framework

Commerzbank's updated ESG framework strengthens the commitment to responsible banking across all sustainability dimensions

Nature and Climate Report

First publication aligned with TCFD and TNFD¹, detailing governance, strategy and risks, and metrics on climate and nature-related impacts

European Diversity Leader 2026

European Diversity Leader 2026 by FT² & Statista and listed on AllBright's "Green List" for leadership gender balance



ESG Transformation Award 2025

1st place for organizational transformation and 2nd place for supporting SME clients in decarbonization and transition financing

Expansion of ESG Advisory

We established new ESG advisory team in our Capital Markets product division to address the importance of sustainable financing

Climate Loan

Commerzbank launches Climate Loan to support financing for improving energy efficiency for residential real estate

Outlook

Driving our ESG strategy

Our Net Zero commitment is at the heart of our sustainability strategy. Furthermore, we actively address key topics related to biodiversity within the context of our ESG framework.

Empowering our customers

We want to continuously enhance our sustainable finance product portfolio with a special focus on green infrastructure and ESG-advisory activities. We are committed to supporting our clients in their transformation.

Looking into the future

We are building a robust ESG data infrastructure to adjust to growing reporting requirements and keep screening new business opportunities.

¹ Task Force on Climate-related / Nature-related Financial Disclosure

² Financial Times

Corresponding anchoring of sustainable transformation through KPIs in our strategy



Customer transformation

We **empower** our customers in their **sustainable transformation**

0 kg



Net Zero Portfolio

Net zero CO2 emissions from financing in the overall portfolio by 2050.

>10 %



10 % Sustainable Loans

At least 10% of our new lending business¹ is issued as sustainable loans.



Bank transformation

We are leading **by example**

0 kg



Net Zero Banking operations

Net zero CO2 emissions of its own banking operations by 2040.

¹ Sum of all new loan commitments recorded in the last 12 months and existing as of the reporting date. In the FK segment, this includes not only new contracts but also the extension of existing contracts.

The improved ESG framework takes sustainability into account in all dimensions

The most important changes

Sustainable Development Goals

- Alignment of the Sustainable Finance Target with a Sustainable Loan Ratio
- Four new social and governance goals

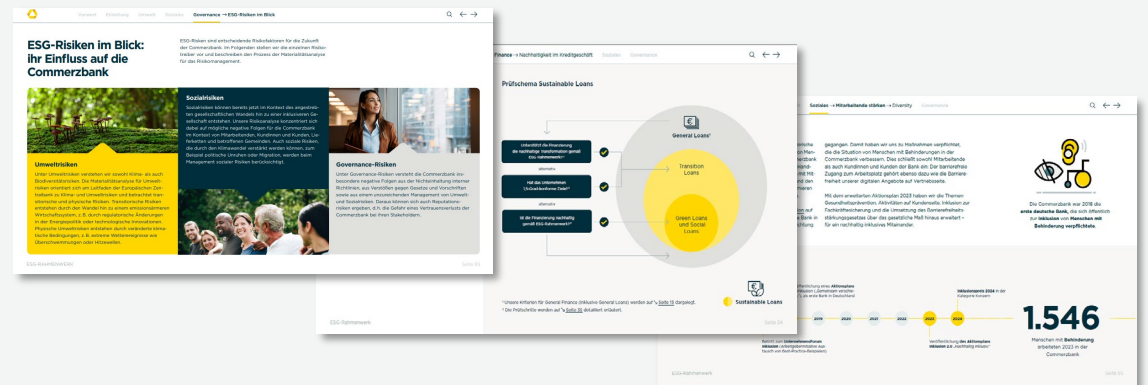
Structure

- New, improved structure, especially with chapters E, S & G, covering the full spectrum of sustainability
- Modern, streamlined design and simpler language (Promotional Document style)

Contents

- Adapted standards for sustainable loans
- New rating scheme for sustainable loans (Green, Social, Transition)
- Uniform application of the LMA principles for bilateral and syndicated loans
- MiFID II Art. 7a), b), c) as a standard for sustainable investment business
- Optimized list of sustainable uses
- New content in the areas of social affairs and governance (e.g. culture of integrity)

With responsible action and sustainable growth, the ESG framework sends a clear message that is in line with the ESG positioning¹



¹ Our ESG positioning: We see sustainability as a responsibility and a success factor. We offer our clients tailored solutions and work with them to shape sustainable change.

Diversity & Inclusion: Essential Component of our Sustainability Strategy and Genuinely Practised



We take on social responsibility – this benefits our employees, our clients, and our business partners

Identifying and fostering potential

37.3% women in management positions¹

Employees from 125 nations worldwide¹

6.21% employees with disabilities¹

¹ As of year-end 2024.

Facilitating work-life balance

Keep in Touch, return guarantee

Company-sponsored child-care, support for employees caring for relatives

Hybrid working, mobile working from abroad, flexible working time models, job sharing, joint leadership

Supporting commitment

Events and awareness sessions on all diversity-related issues

Information offers and learning paths on all diversity-related issues via learning platform cliX

1,500 employees in 7 employee resource groups



Our corporate culture includes everyone – regardless of age, gender, provenance, nationality, disability, religion, sexual orientation, or gender identity

We are committed beyond Commerzbank:

Signatory to and member of the



Co-founder and council member of the Foundation



Participant in the BC4D Initiative



Signatory to the United Nations' Women's Empowerment Principles



Member of Unternehmens-Forum e. V. for the inclusion of individuals with disabilities



Diversity at the center of our organisational culture



Having a diverse and inclusive organization is integral to the success of Commerzbank¹



Employee demographics

- The proportion of women in the Commerzbank Group is 52.5%
- The average age at Commerzbank is 45.4 years²
- 23% of the employees belong to the 40–49 age group²
- The ratio of apprentices (as of 12/2023) is 5.1%³
- Part-time working model is 27.4%



International employees

- 1,371 non-German employees from 100 nations² at Commerzbank AG in Germany
- Employees from about 125 nations work in the Commerzbank Group
- The largest foreign locations are Warsaw (mBank/CERI), Prague, Łódź, Sofia, Malaysia (CTS), London, Singapore, and New York



Disabilities

- 1,700 jobs at Commerzbank AG are filled by employees with disabilities
- 6.21% of all jobs at Commerzbank AG (exceeded requirement of 5% for the sixth year in a row)

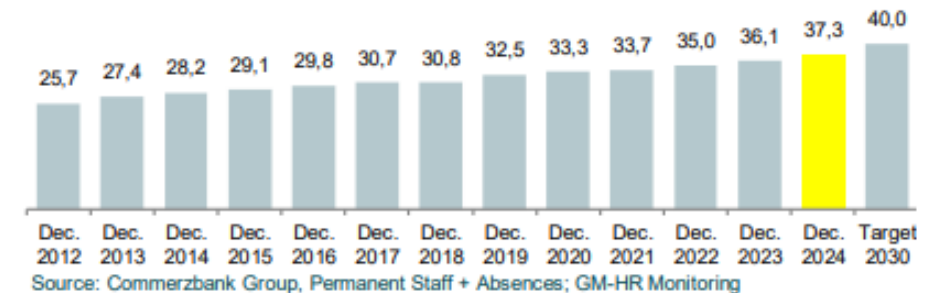


Women in management positions

- The target is to staff 40% of all management positions with women by the end of 2030
- The proportion of women on Commerzbank's Supervisory Board is 45%
- Three women (one as CEO) sit on the seven-member Board of Managing Directors



Development: proportion of women in management positions (in %)



1) Figures as of 12/2024 – updated annually

2) Commerzbank AG Germany, includes: permanent staff & junior-staff members + absences

3) Commerzbank AG Germany, includes: permanent staff + apprentices + SdS



Appendix

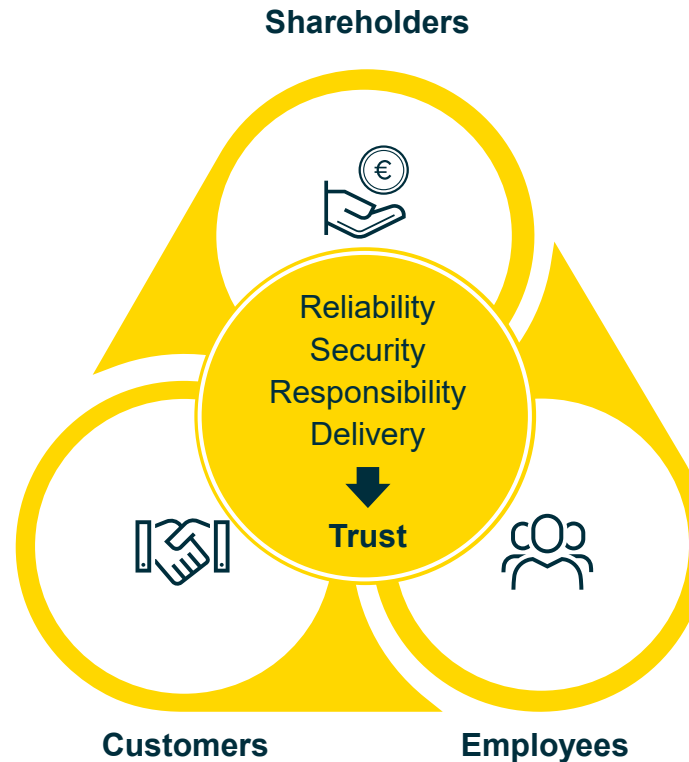
Facts and Figures: an Overview



With a client-centric portfolio of financial services, **Commerzbank** in Germany is the **leading bank** in the **Corporate Clients Business** and for the **Mittelstand** and a **strong partner** for **private and small-business customers** with **more than €400bn assets under management**.



Private and Small-Business
Customers



Corporate Clients

- Customer focus with profitable revenue growth
- Shaping the digital and sustainable transformation
- Continuously improving capital efficiency

Facts and Figures: Commerzbank's Global Presence



Significant Group companies

Commerzbank Finance & Covered Bond S. A., Luxembourg

Commerz Markets LLC, New York

Commerz Real AG, Wiesbaden

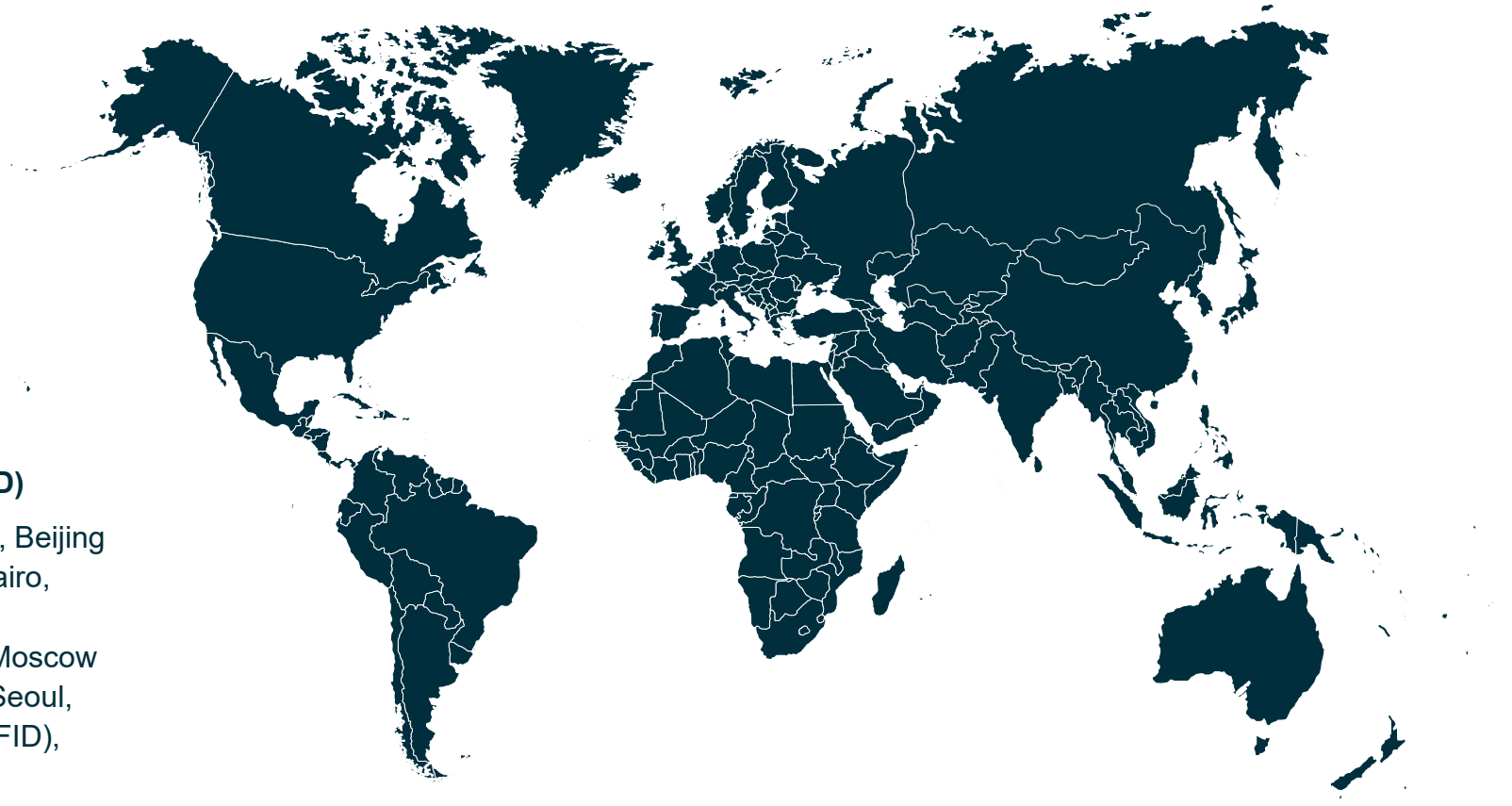
mBank S. A., Warsaw

Operative foreign branches

Amsterdam, Beijing, Brno (office), London, Madrid, Milan, New York, Paris, Prague, Shanghai, Singapore, Tokyo, Vienna, Zurich

Representative Offices/Financial Institutions Desks (FID)

Abidjan, Addis Abeba, Almaty, Amman, Ashgabat, Bangkok, Beijing (FID), Brussels (Liaison Office to the EU), Buenos Aires, Cairo, Casablanca, Dhaka, Dubai, Ho Chi Minh City, Istanbul, Johannesburg, Karachi, Kiev, Lagos, Luanda, Melbourne, Moscow (FID), Mumbai, New York (FID), Panama City, São Paulo, Seoul, Shanghai (FID), Singapore (FID), Taipei, Tashkent, Tokyo (FID), Vilnius, Zagreb



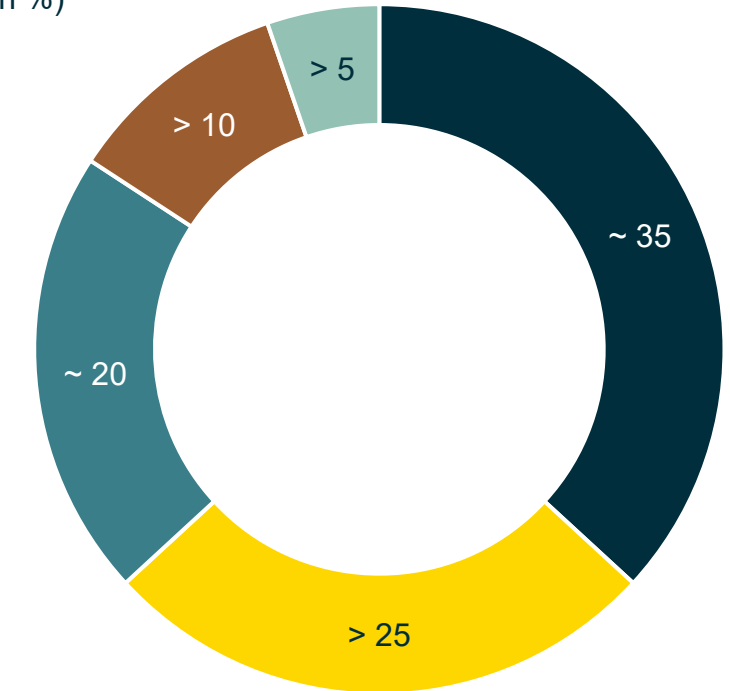
Facts and Figures: Selected Group Financial Figures



Figures	Q3 2025	FY 2024	Q3 2024
Total revenues (in €m)	2,939	11,106	2,735
Operating result (in €m)	1,047	3,837	886
Consolidated result ¹ (in €m)	591	2,677	642
Cost-income ratio (in %)	57.1	58.8	58.3
CET 1 ratio (in %)	14.7	15.1	14.8
Operating RoTE (in %)	13.0	12.3	11.3
	30 Sep 2025	31 Dec 2024	30 Sep 2024
Employees (full-time equivalents incl. junior staff)	39,787	39,040	39,090

¹ Attributable to Commerzbank shareholders.

Shareholder structure
as at 5 November 2025
(in %)



- Institutional investors
- Private investors
- BlackRock
- UniCredit
- Federal Republic of Germany

Evaluation and Training of the Supervisory Board



Evaluation

Annual and event-related review / evaluation of collective and individual suitability:

- At least annual and, if necessary, case-by-case review of collective and individual suitability, availability and reliability.
- At least annual evaluation of structure, size, composition and performance; results are presented to the Supervisory Board, discussed and measures derived from them, if necessary.

As a rule, every three years, the evaluation is carried out by an external consultant; otherwise, it is conducted internally. The last externally conducted evaluation was in 2023.

- Two-step concept: questionnaire and individual interview.
- Extensive evaluation and analysis by experts.
- In-depth discussion of results with whole Supervisory Board and within each Committee will take place.



Training

Commerzbank AG ensures adequate and appropriate qualification of its members of the Supervisory Board, both when new Supervisory Board members are introduced and on an ongoing basis. This ensures that the members of the Supervisory Board meet the legal requirements of their office at all times:

- Offer of on-boarding training for new Supervisory Board members
- Offer of individual training plan as and when required
- Regular training courses and professional development on relevant topics
- As and when required opportunity to attend external training courses

Succession Planning and Stability of the Supervisory Board



The Presidential and Nomination Committee is responsible for succession planning for the shareholder representatives on the Supervisory Board.

The process of succession planning is regulated in Commerzbank's Suitability Guideline.



With sufficient time in advance, before the end of the term of office of a member of the shareholder representatives, the Presidential and Nomination Committee deals with the question of whether the member should be reappointed or proposed for re-election.

It also regularly checks whether the skills profile for the Supervisory Board needs to be adjusted and whether the required skills are covered in the current composition of the Supervisory Board. The skills of each individual Supervisory Board members are shown in the published Supervisory Board qualification matrix, which is regularly reviewed and adjusted.



If reappointment or reelection is not aimed, the Presidential and Nomination Committee begins the search for suitable successor candidates.

The search for suitable candidates is based on the competence profile for the Supervisory Board and the goals set for its composition (e.g. diversity). The results of the aptitude test/evaluation are also taken into account.

Succession Planning for the Management Board



The Presidential and Nomination Committee is responsible for the Management's Board succession planning. The process of succession planning is laid out in detail in Commerzbank's Suitability Guideline.

Commerzbank implemented a strategic and structured, long-term succession planning process. It is built on well-defined role profiles and combines a focus on internal potential development and selection with a thorough mapping of external potentials on the market.



Sufficiently in advance (about 12-9 months before the end of the term of office of a member of the Management Board), the Presidential and Nomination Committee initiates an internal and external potential mapping process based on the role profile and the targets defined for the composition of the Board (e.g. diversity,...). Both, external and internal potential candidates – including the current Board Member – will then be reviewed and assessed in a systematic process. If the current Board Member is deemed to remain suitable for the role, also in comparison to other internal and external potentials, the current Board Member will be re-appointed.



If a re-appointment is not an option, the Presidential and Nomination Committee will continue the search process focusing on those internal and external potential candidates identified in the mapping process. All available candidates will have to pass several rounds of structured interviews with the Committee members and the Management Board members as well as aptitude tests and a preemptive fit&-proper-assessment. The candidate deemed the best fit will be recommended to the Supervisory Board for appointment. Before being appointed the final candidate will have to pass a last interview conducted by the whole Supervisory Board.

Remuneration system of the Supervisory Board

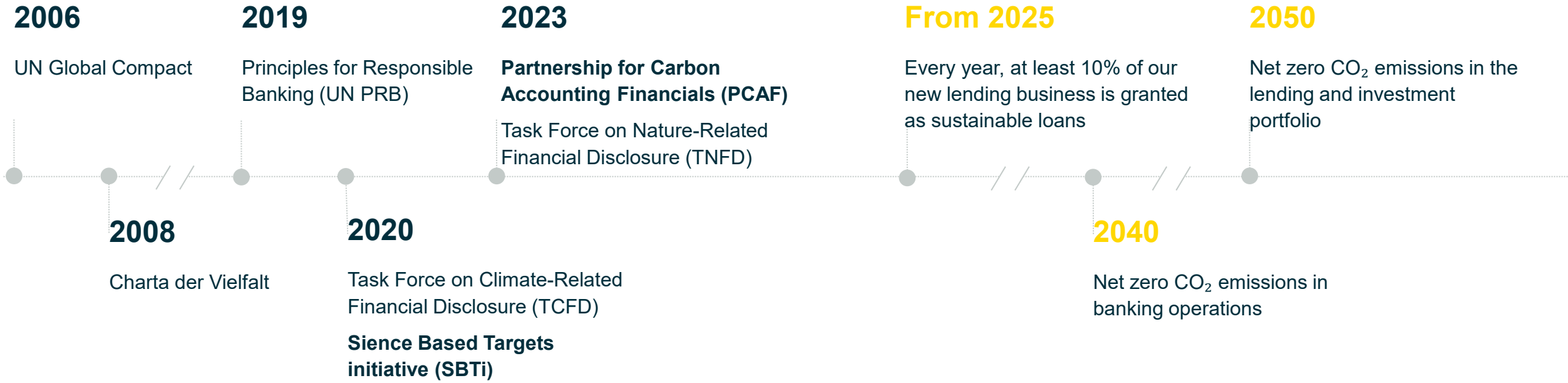


As approved by the regular general shareholders' meeting of Commerzbank Aktiengesellschaft on May 15, 2025

Basic remuneration		+	Additional remuneration	
Basic remuneration (in €)			Additional remuneration (in €)	
Chairman of the Board	270,000		Chairman of Committee	66,000
Deputy Chairman of the Board	180,000		Member of Committee	33,000
Member of the Board	90,000			

- » The **additional remuneration is paid for a maximum of three committee activities**, based on the remuneration of the three highest-paid positions.
- » In addition, **each member receives an attendance fee of € 1,500 for every meeting or video/telephone conference** of the Supervisory Board or one of its committees. In 2025, the **attendance rate was 99%**.
- » The **additional compensation** for filling committees is not linked to or dependent on the long- or short-term success of Commerzbank. Furthermore, **no stock-based components and no variable remuneration are paid** (apart from the attendance fee).

Strong commitments and partnerships build the foundation of Commerzbank's main target: Net Zero



Legal Requirements¹

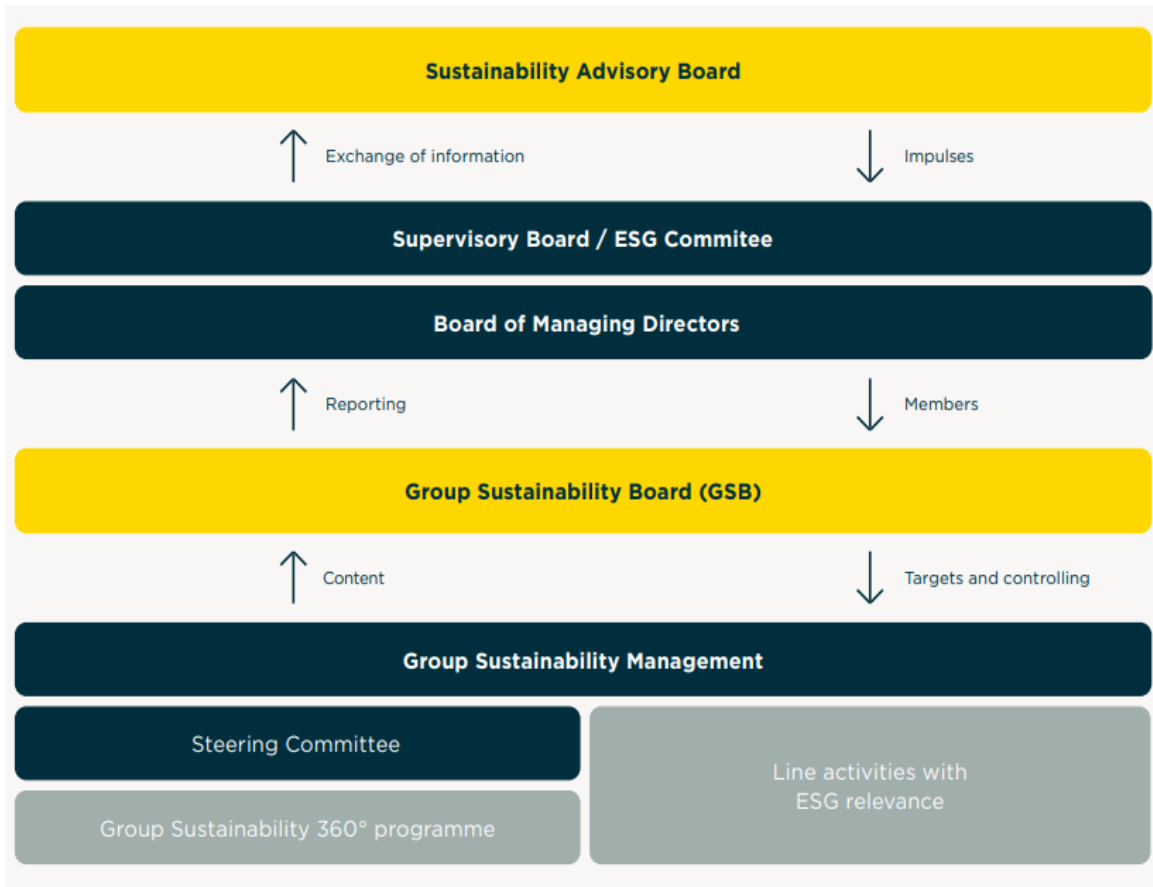
- **EU-Taxonomy:** Framework for climate and environmentally friendly activities and investments
- **Supply Chain Due Diligence Act:** Law on the obligation of companies to monitor human rights and environmental risks in their supply chains
- **Corporate Sustainability Reporting Directive (CSRD):** Disclosure and reporting on environmental, social and governance impacts, risks and opportunities

Voluntary commitments¹

- **Principles for Responsible Banking (PRB):** Framework to ensuring that signatory Bank's strategy and practice align with SDGs and Paris Agreement
- **Task Force on Nature-Related Financial Disclosures (TNFD):** Disclosure of nature-related risks and opportunities
- **Science Based Targets Initiative (SBTi):** Management of the customer portfolio according to science-based goals, ensuring decarbonization targets align with the Paris Agreement

1) Exemplary excerpt

Comprehensive and holistic governance structure established sustainability as top priority



Establishment of multiple **committees at management level** (Group Sustainability Board, Sustainability Advisory Board, ESG Committee)

ESG is successively **anchored in Commerzbank's policies** in consultation with the relevant units

Holistic management by **the central division "Group Sustainability Management"** with reporting line to the CEO

Bank-wide **information and exchange formats**, (such as Sustainability Working Group)

Projects in segments and staff functions within the scope of the Group-wide Programme Sustainability 360°

Diversity has a long history at the bank and still enjoys high priority today



1989 today

over 36 years of diversity



First Diversity Initiative:

'Women in Modern Banking' initiative in 1989



Awareness Formats:

2024: Around 50 events nationwide involving the Board of Managing Directors, executives & role models



Action Plan:

First bank to develop an action plan for the inclusion of people with disabilities



Fairness & Partnership:

Establishment of a works agreement, a recruitment policy and D&I purchasing guidelines



Diversity Charter:

We are one of the first members of the charter in Germany



Awards & Certificates:

Many awards and certificates¹ for our strong commitment to diversity



Governance Anchoring:

Establishment of a global council structure with board commitment



Female Clients:

New initiatives like 'Finanz-heldinnen' and '#togetherstronger'

Current Plans



Women in Management:

We strive to reach a **40%** proportion of women in management by **2030**



Diverse Customer Groups:

Focusing on digital accessibility and fulfilling the voluntary Action Plan Inclusion 2.0



Leadership Training:

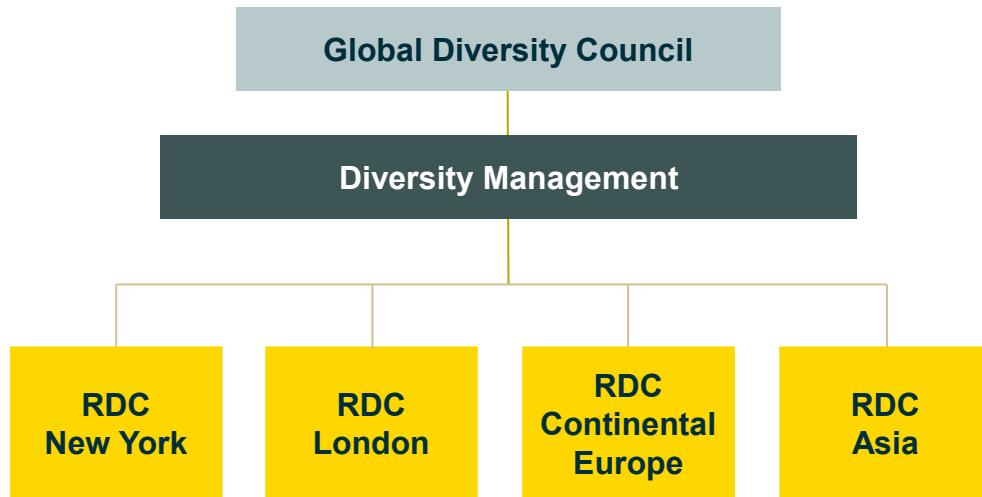
Anchoring D&I in the **modern leadership** of today and tomorrow

¹) Certificate "audit beruf&familie", European Leader in Diversity, AllBright's "Green List", Total E-Quality-Prädikat, Max-Spohr-Preis and others

Wide range of lived diversity at Commerzbank

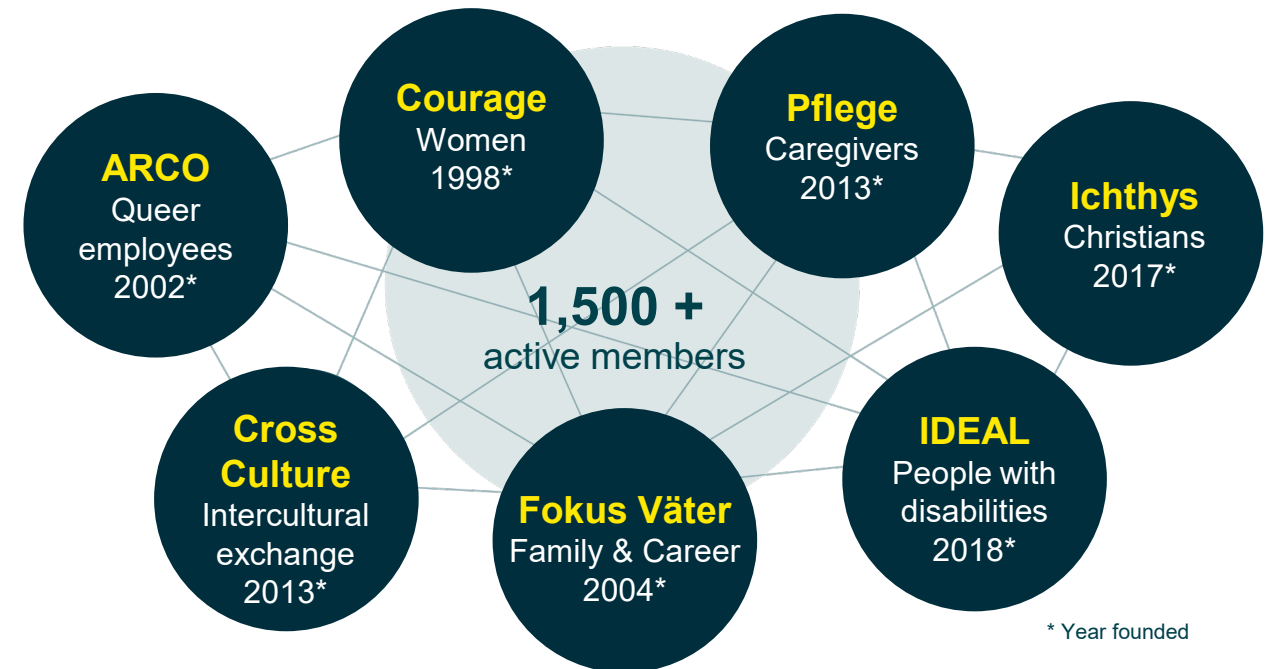


Diversity Structure



» Our diversity structure ensures an **overarching approach** with **board-level commitment**: Sabine Mlnarsky (CHRO) as head of the Global Diversity Council

Employee Resource Groups



» Committed employees make a valuable contribution to our **open corporate culture** in seven ERGs. Additionally, they also represent it to the outside world

Cyber risks are a regular part of the risk management framework of the bank



Board of Managing Directors

- The Board of Managing Directors is responsible for managing the enterprise.
- The CRO is responsible – among others – for the Group Cyber Risk & Information Security unit. Within the bank's Three-Lines-of-Defence-modell it forms the 2nd Line of Defence regarding ICT risks which include cyber risks. The unit is led by the Group CISO who directly reports to the CRO.
- The Cyber Risk and Information Security Committee (CRISCo) serves as the highest decision-making and escalation body for cyber risks below the Board of Managing Directors.
 - It meets at least every two months or if needed more frequently.
 - It is comprised of - among others – the CRO, the COO, and the CHRO (who is responsible for Group Organisation & Security).
 - The CRO is the chairperson and has a veto right.
- The Group CISO regularly informs the Board of Managing Directors about cyber risks as part of "ICT Risk & Resilience Report."
- In case of a major cyber incident, an ad-hoc CRISCo will be assembled to support decision-making. It decides whether the Cyber Emergency Action Plan (EAP) should be initiated as escalation level. This incident response plan ensures coordination and alignment of response measures with relevant internal and external stakeholders.

Supervisory Board

Information and communication technology (ICT) risks including cyber risks are addressed by the Supervisory Board in the same way as other material risk types:

- The Supervisory Board is advised by the Risk Committee regarding monitoring the Board of Managing Directors' implementation of the current and future overall risk appetite and strategy.
- In this capacity, the Risk Committee is regularly informed about the cyber risk situation of the bank and acknowledges the "Sub-risk strategy for ICT Risk" and "Digital Operational Resilience Strategy".
- The members of the Risk Committee have, collectively and individually, the knowledge, skills and experience necessary to carry out the Committee's tasks. These, in particular, include knowledge and experience regarding bank-specific risk types, risk management and risk controlling.

Disclaimer



This presentation contains forward-looking statements. Forward-looking statements are statements that are not historical facts; they include, inter alia, statements about Commerzbank's beliefs and expectations and the assumptions underlying them. These statements are based on plans, estimates, projections and targets as they are currently available to the management of Commerzbank. Forward-looking statements therefore speak only as of the date they are made, and Commerzbank undertakes no obligation to update any of them in light of new information or future events. By their very nature, forward-looking statements involve risks and uncertainties. A number of important factors could therefore cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, among others, the conditions in the financial markets in Germany, in Europe, in the United States and elsewhere from which Commerzbank derives a substantial portion of its revenues and in which it holds a substantial portion of its assets, the development of asset prices and market volatility, potential defaults of borrowers or trading counterparties, the implementation of its strategic initiatives and the reliability of its risk management policies.

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