



**COMMERZBANK**

**Commerzbank Aktiengesellschaft**

**Frankfurt am Main**

**Publication pursuant to § 113 Abs. 3 Satz 5 in connection with § 120a  
Abs. 2 Stock Corporation Act (AktG)**  
**(Vote on the Supervisory Board remuneration system)**

The regular general shareholders' meeting of Commerzbank Aktiengesellschaft on May 15, 2025, in accordance with the proposal of the Board of Managing Directors and the Supervisory Board, adopted the system for remuneration of the members of the Supervisory Board set out in the invitation to this shareholders' meeting, which is governed by Article 15 of the articles of association, including the new version of paragraphs 1, 2 and 9 of Article 15 of the articles of association with a majority of 97.86%. The text of the resolution and the remuneration system (applicable from January 1, 2026) can be found in item 8 of the agenda for the regular general shareholders' meeting of Commerzbank Aktiengesellschaft on May 15, 2025 which was published in the Federal Gazette of April 4, 2025.

The resolution and remuneration system are reproduced again below:

**8. Resolution on the remuneration system for members of the Supervisory Board  
and amendments to the articles of association concerning remuneration of the  
Supervisory Board**

The remuneration system for members of the Supervisory Board adopted by the general shareholders' meeting on 11 May 2022 which has applied since 1 January 2022 is supposed to be amended and, therefore, again adopted by the general shareholders' meeting in accordance with § 113 paragraph 3 AktG.

The basis for the remuneration of the members of the Supervisory Board is § 15 of the Articles of Association. This section currently has the following language:

"(1) The members of the Supervisory Board will receive annual compensation in the amount of Euro 80,000.00. The chairman of the Supervisory Board will receive three times this compensation, and the vice-chairman will receive double this compensation.

(2) The members of the Supervisory Board receive additional compensation in an annual amount of Euro 30,000.00 for membership in any committee of the Supervisory Board which meets more than once in the calendar year. The chairman of the committee will receive in each case twice these amounts.

(3) If a member of the Supervisory Board has more than one office referred to in paragraph 2, a maximum of three of these offices will be compensated. The three highest compensated offices will be used as the basis. This accordingly constitutes compensation for every additional office in a committee of the Supervisory Board.

(4) Members of the Supervisory Board who have belonged to the Supervisory Board or a committee of the Supervisory Board during just part of the business year will receive a lower compensation under paragraphs 1 to 3 for that business year proportionately based on time.

(5) In addition, each member of the Supervisory Board will receive an amount of Euro 1,500.00 for each participation (in person or virtually) in a meeting or conference call of the Supervisory Board or a committee of the Supervisory Board. The payment for attending a meeting will only be made once in the case of multiple meetings or conference calls taking place on one day

(6) The compensation under paragraphs 1 to 3 and the payment for attending a meeting are payable in each case at the end of the business year.

(7) The Company will reimburse to the members of the Supervisory Board the disbursements they incur in the exercise of the office and any value added tax accruing on the compensation or the reimbursement of disbursements. In addition, any employer contributions for social insurance arising under foreign law with regard to the service in the Supervisory Board will be paid for each member of the Supervisory Board. Reasonable support in terms of personnel and material support will be provided to the chairman of the Supervisory Board, and especially travel expenses for representative responsibilities resulting from his function and costs for security measures required because of his function will be reimbursed.

(8) The members of the Supervisory Board will be covered in financial liability insurance with a deductible maintained by the Company in a reasonable amount. Accident insurance coverage in a reasonable amount will also be provided for the chairman of the Supervisory Board. The Company will pay the premiums for the respective insurance.

(9) The above provisions apply for the first time for the business year beginning on 1 January 2022 and replace the previous provision in the Articles of Association starting at that point in time."

The currently valid Articles of Association are available on the internet at [www.commerzbank.de/hv](http://www.commerzbank.de/hv). The remuneration for the individual members of the Supervisory Board resulting on the basis of the provision in the Articles of Association is also described in the remuneration report which is available in the internet at [www.commerzbank.de/hv](http://www.commerzbank.de/hv) in the section "Documents for the Agenda – Agenda Item 6" starting when the invitation is issued for the general shareholders' meeting.

The remuneration system for the Supervisory Board is described below in accordance with §§ 87a paragraph 1 sentence 2, 113 paragraph 3 sentence 3 AktG:

"The remuneration system is structured to be simple, clear and understandable. The members of the Supervisory Board receive the fixed remuneration established in the Articles of Association. The chairman of the Supervisory Board receives three times this amount, and his Vice-Chairman receives twice this remuneration. Additional remuneration is granted for membership in committees. In addition, the members of the Supervisory Board receive a fixed remuneration under the Articles of Association for participating in meetings. The members of the Supervisory Board are covered by the Company's directors and officers insurance in accordance with the Articles of Association.

The Supervisory Board is not active in operations, contrary to the Board of Managing Directors and does not make any decisions about business strategy. Instead, the Supervisory Board renders a contribution to the long-term development of the Company with its supervisory activities (§ 87a paragraph 1 sentence 2 number 2 AktG).

The grant of purely fixed remuneration without any variable components has proven itself and corresponds to common practice in other listed companies. The Board of Managing Directors and the Supervisory Board are of the opinion that purely fixed remuneration for members of the Supervisory Board is best capable of reflecting the control function of the Supervisory Board which must be fulfilled independent of the success of the business. The remuneration for the Supervisory Board accordingly contains no variable remuneration components (§ 87a paragraph 1 sentence 2 numbers 3, 4 and 6 AktG) and also no stock-based components (§ 87a paragraph 1 sentence 2 number 7 AktG).

The remuneration and the payment for meetings are each payable at the end of the financial year in accordance with § 15 paragraph 6 of the Articles of Association. There are accordingly no delayed periods for payment of any components of the remuneration (§ 87a paragraph 1 sentence 2 number 5 AktG).

The remuneration for the members of the Supervisory Board is conclusively regulated in the Articles of Association; there are no side agreements. The remuneration is coupled to the duration of the appointment. There are no commitments for separation

payments, retirement provisions and early retirement (§ 87a paragraph 1 sentence 2 number 8 AktG).

Both the representatives of the shareholders as well as the representatives of the employees in the Supervisory Board receive the same remuneration. The terms and conditions of the employees related to remuneration and employment were and are of no importance for the remuneration system for the Supervisory Board (§ 87a paragraph 1 sentence 2 number 9 AktG).

The remuneration system of the Supervisory Board (§ 87a paragraph 1 sentence 2 number 10 AktG) is adopted by the general shareholders' meeting upon proposal by the Board of Managing Directors and the Supervisory Board. The remuneration is regulated in the Company's Articles of Association. The Board of Managing Directors and the Supervisory Board conduct an examination about whether the amount and composition of the remuneration is still appropriate in the market in regular intervals, but at the latest every four years. Since the remuneration is regulated in the Articles of Association, an amendment to the Articles of Association is also necessary in the case of changing the remuneration system."

Nothing is supposed to change in the described basic structure of the remuneration system. The proposed amendments involve only the amount of the fixed remuneration for the members of the Supervisory Board as well as the amount of the additional remuneration for membership in committees. The base remuneration under § 15 paragraph 1 of the Articles of Association is supposed to increase accordingly from Euro 80,000.00 to Euro 90,000.00 and, thus, by 12.5%. The base remuneration for the chairman of the Supervisory Board and the Vice-Chairman is supposed to remain unchanged at three times (Chairman of the Supervisory Board) or twice (Vice-Chairman) the amount of this base remuneration and increases accordingly also by 12.5%. The remuneration for the membership in a committee that meets more than once annually under § 15 paragraph 2 of the Articles of Association is supposed to be increased from Euro 30,000.00 to Euro 33,000.00 and, thus, by 10%. The remuneration for the chairman of a committee is supposed to be unchanged at twice this remuneration and increases accordingly also by 10%. The currently applicable remuneration for the Supervisory Board has been unchanged since 2016, aside from uniformity in

remuneration for committees, i.e., for nine years. The remuneration was most recently examined at the end of 2024. This examination showed that the current remuneration no longer is appropriate for the requirements which apply for a member in a supervisory board in the financial services sector. Therefore, the remuneration is supposed to be moderately increased.

The amendment in § 15 paragraph 9 of the Articles of Association which is also proposed only records that the remuneration under the Articles of Association is supposed to apply under amended paragraphs 1 and 2 starting on 1 January 2026.

The resolution proposed in lit. a) is accordingly supposed to serve the purpose of approving the amended remuneration for the Supervisory Board in accordance with § 113 paragraph 3 AktG, and the amendments are supposed to be implemented by the corresponding amendment to the Articles of Association in the resolution proposed in lit. b).

The Managing Board and the Supervisory Board propose to resolve:

- a) The remuneration systems for members of the Supervisory Board regulated in § 15 of the Articles of Association as described in the invitation to this general shareholders' meeting is resolved, including the new version of paragraphs 1, 2 and 9 in § 15 of the Articles of Association.
- b) Paragraphs 1, 2 and 9 of § 15 of the Articles of Association were newly adopted as follows:

"(1) The members of the Supervisory Board will receive annual compensation in the amount of Euro 90,000.00. The chairman of the Supervisory Board will receive three times this compensation, and the vice-chairman will receive double this compensation."

"(2) The members of the Supervisory Board receive additional compensation in an annual amount of Euro 33,000.00 for membership in any committee of the

Supervisory Board which meets more than once in the calendar year. The chairman of the committee will receive in each case twice these amounts."

"(9) The above provisions apply for the first time for the business year beginning on 1 January 2026 and replace the previous provision in the Articles of Association starting at that point in time."

c) The Board of Managing Directors is instructed to apply for registration in the commercial register of the amendments to the Articles of Association in lit. b) in such a manner that the registration does not take place prior to 1 January 2026.

Frankfurt am Main, May 2025

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