



Non-Group Policy

Regulation on remuneration of the members of the Management Board and the persons of influence - JSC Deutsche Bank DBU

Breaches of provisions within this document will be viewed as a violation of your terms of employment and may result in disciplinary action, up to termination of employment, in line with DB Group's [Integrated Consequence Management Framework \(iCMF\)](#), as well as local law and practice.

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0. Key Data

Summary

This Policy was developed in line with requirements of the NBU Regulation No. 153 dated 30 November 2020, as amended, and discloses the mandatory information related to the remuneration of the Management Board (MB) and certain other officers identified by the Bank as material risk takers.

Document category

Group Policy	<input type="checkbox"/>	Non-Group Policy	<input checked="" type="checkbox"/>
Group Procedure	<input type="checkbox"/>	Non-Group Procedure	<input type="checkbox"/>

Applicability

DB Group	<input type="checkbox"/>	Restricted to	JSC Deutsche Bank DBU/Ukraine
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Issuing unit Legal

Risk type Remuneration (R062)

Risk type authorisation

- (i) Risk type control function, as per DB Group’s risk type taxonomy; and / or
- (ii) Approval by the relevant risk type controller / RTC contact / issuing unit
- (iii) Management Board resolution
- (iv) Business allocation plan of DB AG

Addressees

Legal Department, Compliance Department, Risks Department, Finance Department, Internal Audit, AML, Supervisory Board and other employees of the DB Ukraine

Management Board approval	<input type="checkbox"/>	Date of approval	N/A
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Implementation date 26.04.2021

1. General provisions

The Regulation is an internal document of the Bank, which describes the policy and the system of remuneration of the Members of the Management Board of the Bank and the Persons of influence.

The Regulation was developed in accordance with the Law on Banks, the Law on Joint Stock Companies, the Resolution №153, and the Decision №814-рш, other legal requirements on remuneration policy, regulations and reports on remuneration of members of the governing bodies and the persons of influence, the Bank's charter and Deutsche Bank Group standards.

2. Objective and applicability

2.1. Objective

The Bank, as a joint-stock company (private joint-stock company), uses the results of the activities of the Chairman and Members of the Management Board of the Bank and Persons of influence as a result of which the Chairman and Members of the Management Board of the Bank and the Persons of influence receive the right to payment for these activities.

Implementation of the Regulation is aimed at stimulating the performance and efficiency of work of the Members of the Management Board of the Bank and the Persons of influence by increasing material interest in the results of its activities, as well as conformity of the remuneration with the objectives, business strategy of the development, long-term interests and stability of the Bank, ensuring the implementation of the main activities, adopted and approved by the Decision of the Shareholder and the Supervisory Board of the Bank.

This Regulation:

- 1) determines the basic grounds of the system of remuneration of the Members of the Management Board of the Bank and the Persons of influence introduced at the Bank, for their activities in performing the functions of the Chairman and Members of the Management Board of the Bank and the Persons of influence, components of remuneration (combination of fixed and variable remuneration), the structure of such remuneration (types of fixed and variable remuneration); criteria for determination of the amount and/or the procedure for calculating the amount of remuneration (separately for each type of fixed and variable remuneration), the procedure for assessing the fulfilment of these criteria;
- 2) contains information on the incentive program for the Members of the Management Board of the Bank and the Persons of influence, which includes information on the conditions for providing incentive and compensation payments, and the causal link between efficiency of the work and a variable part of the remuneration of a Member of the Management Board, the Person of influence;
- 3) contains the principles and parameters of the system of non-monetary incentives;
- 4) contains information on retirement contributions (including cases of early retirement of Management Board, the Person of influence) and the procedure for the payment of remuneration in case of dismissal of the employee before retirement (in case the bank introduces such payments to members of the Management Board, the Person of influence);
- 5) contains information on dismissal payments for the members of the Management Board and the Persons of influence conditional upon determination of effectiveness of performance, achievement of goals, fulfillment of duties;

- 6) determines the distribution of powers to make decisions on remuneration;
- 7) determines the procedure for drafting, approving and publishing the Report on Remuneration;
- 8) contains information on the Bank's policy regarding the term of agreements (contracts) with the Members of the Management Board and the Persons of influence and inclusion in such agreements (contracts) of conditions on dismissal payments (if any);
- 9) determines the procedure for partial payment, deferral, reduction/cancellation of the variable remuneration (parts thereof), inclusion of such procedure in the terms and conditions of agreements with the members of the Management Board and the Persons of influence;
- 10) determines the procedure for clawback of the paid variable remuneration (parts thereof) by the members of the Management Board and the Persons of influence, inclusion of such procedure in the terms and conditions of agreements with them;
- 11) contains an explanation of the methods used by the Bank to establish fulfilment of the criteria for assessing the effectiveness of the work of the Members of the Management Board and the Persons of influence
- 12) determines the scope of information contained in the Reports on Remuneration and the scope of information on the remuneration that can be made public, the inclusion of consent to such publication in the terms and conditions of agreements;
- 13) specifies that a management accounting system (including analytical accounts) is used by the bank to pay the variable remuneration, including partial payment, deferral, reduction/cancellation of payment of the variable remuneration (part thereof);
- 14) contains the procedure for identifying material risk takers;
- 15) contains other conditions that do not contradict the principles of the remuneration system defined by the Resolution №153; and
- 16) determines the amount of information contained in the Reports on Remuneration and the amount of information on remuneration that may be disclosed.

2.2. Applicability

The Regulation is binding on the Members of the Management Board, the Persons of influence and other employees of the Bank who are responsible for the accrual and payment of salaries and other income.

This Regulation is consistent with the Remuneration Policy.

3. System and components of remuneration

3.1. General provisions

The Members of the Management Board and the Persons of influence are entitled to full payment for work, which means the right to remuneration for work performed, which depends on the qualifications of a Member of the Management Board/the Person of influence, complexity, volume and quality of work performed, efforts, and includes compensation and bonus payments in accordance with the provisions established by the employment agreement (contract) with a Member of the Management Board/the Person of influence.

The Bank sets the remuneration of the Members of the Management Board, the Persons of influence taking into account their functions, the Remuneration Policy of the Bank and the market conditions in order to attract and retain qualified employees.

Remuneration policy of the members of the Management Board and the persons of influence is gender neutral. The Bank adheres to the principle of equal remuneration of male and female employees for equal work or work of equal value.

3.2. Basic grounds of the system of remuneration of the Members of the Management Board and the Persons of influence

The Bank's remuneration system, based on the global guidelines and methods of the Shareholder and the Supervisory Board on local governance in the Bank, provides the effective corporate governance, risk management, as well as takes into account the Bank's strategic objectives and promotes the development of its corporate values.

The monetary remuneration is paid in the national currency of Ukraine - hryvnia, by non-cash transfer to current, including using the electronic payment methods, accounts of the Members of the Management Board and the Persons of influence opened in commercial banks of Ukraine.

When paying monetary remuneration, the Bank deducts and pays from the amount of remuneration all necessary taxes, fees, obligatory payments, in accordance with the legislation of Ukraine, which are withheld when paying income to individuals.

A fair and appropriate remuneration must be determined for each Member of the Management Board of the Bank and for each Person of influence, which must be determined by the Remuneration Policy in detail and transparently.

The remuneration of the Members of the Management Board, the Persons of influence must be reasonably justified in relation to similar (or commensurate) market indicators of the amount and terms of the remuneration, which are assessed at the discretion of the Bank.

3.3. Components of monetary remuneration of the Members of the Management Board and the Persons of influence

The system of remuneration of the Members of the Management Board and the Persons of influence includes accruals for the Members of the Management Board of the Bank /the Persons of influence in monetary form for the working and non-working time, which is payable, or for the work performed, regardless of the source of financing these payments.

The Bank has established a system of monetary remuneration for the Members of the Management Board and the Persons of influence, which provides for a combination of a Fixed Payment and a Variable Compensation.

3.4. The structure of monetary remuneration of the Members of the Management Board, Persons of influence

The monetary remuneration of the members of the Management Board, Persons of influence includes the following components:

- 1) **Fixed payment**, including the following types:
 - **Fixed basic salary** for the Members of the Management Board, Persons of influence includes accruals for work performed in accordance with the established labour norms (time norms, job responsibilities);

- **Relevant additional payments and benefits (compensatory nature)**, including surcharges, allowances, guarantee and compensation payments provided by applicable legislation, bonuses related to the performance of production tasks and functions;
- 2) **Variable compensation (VC)** which is arbitrary (non-guaranteed element of remuneration) and is established to recognize the performance of the Members of the Management Board, Persons of influence at the individual level.

3.5. Criteria for determination of the amount and procedure for calculation of the amount of monetary remuneration of the Members of the Management Board, Persons of influence and the procedure for assessing the fulfilment of these criteria

In determining the amount of monetary remuneration of the Members of the Management Board, Persons of influence, the following criteria, procedure for calculating the monetary remuneration and the procedure for assessing the fulfilment of the relevant criteria are used:

- 1) **Regarding monetary remuneration in the form of a Fixed Payment**, which is a key and primary element of compensation to the Members of the Management Board, Persons of influence and reflects the importance of each individual position and function of the respective employee.

The amount of the Fixed Payment should be sufficient for the Bank to be able to exercise its right not to pay the Variable Compensation (including claiming a refund of the already paid Variable Compensation) if the conditions required for such Variable Compensation are not met.

The key criterion of sufficiency of the Fixed Payment is its compliance with professional experience, defined functional responsibilities of the person and the level of their responsibility.

The Fixed Payment is a reward for such criteria as qualifications, skills and experience that an employee brings to the Bank.

- **Fixed basic salary** is the amount of remuneration paid to the Members of the Management Board, Persons of influence for their work (work duties), which was performed during a calendar month.

For the performance of the powers of a Member of the Management Board, Person of influence, remuneration is set in the form of a fixed basic salary in the amount specified in the relevant employment contract.

Remuneration is paid to the Members of the Management Board and to the Persons of influence - - full-time employees of the Bank for performance of production tasks and job responsibilities, increase of efficiency and quality of work.

Remuneration of the Members of the Management Board and the Persons of influence is also related to the work tasks of each Member of the Management Board/ the Person of influence, the degree of responsibility and the extent to which the Bank's performance meets the planned results, the Bank's financial position and other criteria considered important in evaluating the Members of the Management Board, the Persons of influence.

The purpose of evaluating the work of the Members of the Management Board, the Persons of influence is to determine the effectiveness of ensuring the results of work in accordance with the division of their functional responsibilities within

the powers defined by the Charter, the Regulation on the Management Board, job descriptions and the Regulation on Valuation.

The amount of individual remuneration is set depending on the continuous length of work in the Bank, the quality of work performed, etc.

The fixed basic salary for the payment of remuneration is calculated:

- for the Members of the Management Board, the Persons of influence who have worked in this position for a full calendar year - based on payments for 12 months of work;
- for the Members of the Management Board, the Persons of influence who have worked in this position for less than a year - based on payments for the actual working time, starting from the first day of the month after taking office until the end of the year;

The amount of remuneration based on the results of work for the year may be increased or decreased depending on the personal results of the work of a Member of the Management Board, the Person of influence.

The Bank may review the amount of remuneration for the Members of the Management Board, Persons of influence in order to ensure effective corporate governance, risk management, achievement of the Bank's strategic goals. When the Bank decides to make changes to the payment of remuneration to the Members of the Management Board of the Bank, Persons of influence respective changes are made to the Bank's staff list (if any).

Under the applicable legislation of Ukraine, the amount of monthly salary should not be less than the minimum wage established by law, provided that a Member of the Management Board, Person of influence has fully worked a certain number of working hours for a certain period and complied with labour standards.

The Bank pays a fixed basic salary, which is specified in the employment contract, and which is calculated in proportion to the time worked by this person for the reporting period. The salary is calculated on the basis of the reporting period, which is defined as a calendar month.

Wages are paid twice a month on the day specified in the employment contract.

- **Relevant additional payments and benefits (compensatory nature)** are additional payments and benefits (compensatory nature), which are paid depending on working conditions (difficult and/or harmful working conditions, night time work or special mode, etc.), as well as reimbursement of expenses related to the performance by the Members of the Management Board, Persons of influence of their duties and functions (including business trip allowances, business trip expenses, other compensatory expenses) and/or other compensatory expenses.

The following criteria for applying additional payments and compensatory benefits may be established: surcharges for labour intensity, for complexity and intensity in work, for knowledge and use of a foreign language in work, for scientific degrees (candidate of sciences, doctor of sciences) and for scientific seniority, surcharges for combining professions (positions), for increasing the volume of work, for performing the duties of a temporarily absent employee, for mastering new advanced technologies, allowance for performing particularly important works and tasks, difficult and/or harmful working conditions, night time work or work in a special mode, as well as compensation for expenses related to the performance of their duties and functions (including business trip

allowances, business trip expenses, other compensatory expenses) and/or other compensatory expenses.

Additional payments and benefits (compensatory nature) may also include the following payments: for additional study leave; remuneration based on the results of work for the previous year; during the performance of state duties, military assembly; for training of personnel and management of production practice; one-time financial assistance; for days of temporary incapacity for work; surcharges for overtime work and work on holidays, non-working days and weekends and other types of payments and benefits of a compensatory nature.

The types and amounts of these payments and benefits (compensatory nature) are usually set in the employment contracts of the Members of the Management Board, Persons of influence, and may be set by an order of the Chairman of the Management Board, Deputy Chairman of the Management Board, Supervisory Board of the Bank and/or the Decision of the Shareholder.

The basis for the application (payment) and the criterion of application, as well as determining the amount and procedure for calculating the relevant additional payments and benefits of a compensatory nature is the presence of actual (preferably documented grounds) circumstances for the application (payment) of such additional payments and benefits of a compensatory nature (for example statements, checks, invoices, certificates, other documents) or evidence/information about such factual circumstances that must be provided in a form acceptable to the Bank.

- 2) **Regarding monetary remuneration in the form of the Variable Compensation**, which is an arbitrary (non-guaranteed) element of compensation that enables the Bank to pay additional remuneration to the Members of the Management Board, Persons of influence for the results of their work and conduct taking into account the solvency and financial situation of the Deutsche Bank Group , risks accepted by the Bank and results of such acceptance, the financial result of the Bank's activities, compliance with the requirements to the Bank's capital, maintaining the proper level of liquidity of the Bank at the time of determination of remuneration, provision of the right to receive and payment, as well as provided that such payments do not adversely affect the sustainable development or financial standing of the Bank.

Employees are not contractually entitled to receive any component or portion of the Variable Compensation and any such assignment of the payment of the Variable Compensation in a particular year is carried out solely at the discretion of the Bank and in accordance with applicable regulations effective at the relevant time and/or the Decisions of the Shareholder of the Bank.

The Variable Compensation ensures financial recognition of Employees for the bank's and division's performance, and their individual achievements, as long as their contribution, behaviour and conduct are in line with the bank's expectations. It acknowledges that Employees contribute towards the success of their division and the Group as a whole.

At the same time, VC allows the bank to differentiate individual contributions and to drive behaviour and conduct through an incentive system that can positively influence culture and the achievement of the bank's strategic objectives and to apply consequences for falling below the standards of delivery, behaviour and conduct by reducing the VC while retaining Compensation cost flexibility and protecting the bank's safety and soundness.

The corporate position, as well as the specifics of the work of the department, branch, region and organization determine which elements of the Variable Compensation apply to an employee and the conditions under which they apply.

In determining the Variable Compensation in the remuneration structure, the Bank links this variable share to the performance of long-term and short-term tasks. Remuneration of the Members of the Management Board and Persons of influence is related to the work tasks of each person, the degree of responsibility and the extent to which the Bank's performance corresponds to the planned results, financial position of the Bank and other indices, which are considered important during the evaluation of the work of each person.

The decision on remuneration of the Members of the Management Board/the Persons of influence should be based on compliance with, in particular, the criteria for evaluating the Management Board's own work and each of its members/ the Persons of influence in accordance with the Regulations on Valuation, as for the Members of the Management Board the performance of the Management Board of the Bank as a whole, compliance of the Members of the Management Board with the qualification requirements, assessment of collective suitability of the Management Board of the Bank, established by the Regulation on Valuation.

Variable Compensation may be disbursed in the form of monetary funds, shares or share-based instruments in accordance with the Bank's deferred payment rules.

For DB Ukraine all equity awards are cashed settled with a equivalent cash amount rather than by the physical delivery of Deutsche Bank AG Shares.

When establishing the variable remuneration, the bank shall be guided by the following principles:

- 1) the amount of the employee's remuneration shall be determined based on the combination of the bank's assessment of performance of that employee, the corresponding business unit and the total operating results of the bank (if the remuneration depends on the performance of the bank). The bank shall take into account quantitative and qualitative criteria when assessing the employee's performance;
- 2) the bank shall assess the operating results for a period of at least four years in order to ensure sufficient time for the realization of risks and the spread of payments of the variable remuneration in parts for a period that takes into account the bank's strategy, business cycle (fluctuations in the supply of money and bank loans provided for investment or consumption) and business risks inherent in the bank's activities;
- 3) the variable remuneration of the employees of supervisory units shall be based solely on the discharge of the functions assigned to the relevant unit, the achievement of goals related to such functions and not be related to or dependent on the achievement of positive performance indicators by the bank or units of the first line of defense.

When paying the deferred variable remuneration to employees, the bank shall continue to assess its operating results, the operating results of the business unit and employees and take such results into account when making the corresponding payments.

A management accounting system (including analytical accounts) is used by the bank to pay the variable remuneration, including partial payment, deferral, reduction/cancellation of payment of the variable remuneration (part thereof).

3.6. FP to VC Ratios

Fixed-to-variable remuneration components are subject to a ratio of 1:1 which means that the maximum amount of VC an Employee can receive is limited to the amount of annual FP.

3.7. Cash to Non-Cash Ratios

Generally, where VC awarded is greater than 30k EUR, a minimum of 50% of the VC award will be awarded in non-cash instruments.

4. Information on the incentive program for the Members of the Management Board, Persons of influence

The general program of incentives for the Members of the Management Board, Persons of influence includes the following types of voluntary (non-guaranteed) remuneration:

- (1) **Non-monetary incentives** - remuneration in the form of payment by the Bank of the cost of voluntary medical insurance and/or partial payment by the Bank of the cost of voluntary medical insurance of family members of the respective employee.

4.1. Non-monetary incentives

The Bank has the right to remunerate the Members of the Management Board, Persons of influence in the form of full (or partial) payment by the Bank of the cost of voluntary medical insurance and/or partial payment by the Bank of the cost of voluntary medical insurance of family members of the respective employee.

Such non-monetary incentives are provided solely on the basis of the Bank's decision and are not guaranteed and may be revoked at any time, depending on financial performance, individual performance and other factors.

For the avoidance of doubt, the Members of the Management Board, Persons of influence are not included in the selection process of the relevant insurance company providing voluntary health insurance services and/or the scope of the relevant package of services provided/to be provided by the insurance company.

Any employee has the right to refuse to receive non-monetary incentives offered by the Bank, which does not entitle the relevant employee to receive the equivalent of such non-monetary incentives in monetary form.

Additional elements (means) of the system of non-monetary incentives for the Members of the Management Board, Persons of influence may also be introduced by the decision of the Supervisory Board of the Bank or by the Decision of the Shareholder.

4.2. Additional pension provision

The Bank does not pay or set remuneration to the Members of the Management Board, Persons of influence in the form of additional pension provision.

4.3. Dismissal payments

In respect of certain members of the Management Board, Persons of influence the Shareholder or the Supervisory Board of the Bank may at their discretion establish dismissal payments conditional upon determination of effectiveness of performance, achievement of goals, fulfillment of duties, which payments are not included into

agreements (contracts) with the Members of the Management Board, Persons of influence.

5. Powers to decide on remuneration

The Supervisory Board of the Bank sets the remuneration of the Members of the Management Board, head of internal audit, chief risk officer and chief compliance officer.

The Chairperson of the Management Board sets the remuneration of the other Persons of influence.

The basis for accrual and payment of remuneration to the Members of the Management Board based, the Persons of influence on the results of work for the year are this Regulation, the Remuneration Policy, and the employment agreement (contract) with the Member of the Management Board, the Person of influence.

6. Regulation on the remuneration of the Members of the Management Board, Persons of influence

The Supervisory Board shall approve this Regulation on the remuneration of the Members of the Management Board following consideration by the Appointment and Remuneration Committee.

7. Reports on remuneration

The reports on the remuneration of the Members of the Management Board, Persons of influence is approved by the Supervisory Board following consideration by the Appointment and Remuneration Committee based on the results of each financial year no later than April 30.

Requirements to contents of the reports on the remuneration of the Members of the Management Board, Persons of influence shall comply with the minimum criteria and contain all the information as per NBU regulations, including Regulation No. 153 and other legislation.

The reports on the remuneration of the Members of the Management Board, Persons of influence shall be prepared, approved and published in accordance with the requirements of NBU Regulation No. 152.

The Bank publishes reports on the remuneration paid to the Members of the Management Board during the reporting financial year on its own website on the Internet within 15 working days from the date of their approval by the Supervisory Board of the Bank with the possibility to review them.

Information on the policy and amount of the remuneration of the Members of the Management Board of the Bank (information on remuneration policy, the amount of the remuneration of all Members of the Management Board of the Bank, including bonuses, etc.) belongs to the material information regularly disclosed by the Bank in public annual reports. The scope of information on remuneration to be included into the annual report of the Bank must meet the minimum requirements established by Resolution No. 153, Decision No. 814-рш and other applicable regulations.

7.1. The amount of information contained in the reports on the remuneration

The amount of information contained in the reports on the remuneration must meet the minimum requirements established for the reports on the remuneration of the Members of the Management Board, the Persons of influence established by Resolution №153, Decision №814-рш and other regulations.

7.2. The amount of information to be made public

The amount of information on the remuneration that can be made public must meet the minimum requirements established by Resolution №153, Decision №814-рш and other regulations.

8. Agreements (contracts) with the Members of the Management Board and the Persons of influence

Regarding the term of agreements (contracts) with the Members of the Management Board, the Persons of influence the maximum term of such agreements (contracts) is unlimited, unless the maximum term of such agreements (contracts) is set/limited by the applicable legislation of Ukraine.

Agreements (contracts) with the Members of the Management Board, the Persons of influence may include conditions for dismissal payments (if any).

Agreements (contracts) with the Members of the Management Board, the Persons of influence shall include the consent for the disclosure by the Bank of the information on the remuneration.

9. Partial payment, deferral, reduction/cancellation or refund of the Variable Compensation

The Supervisory Board or Chairperson of the Management Board shall have the right to make decisions on:

- **Partial payment of the Variable Compensation, deferral of its payment**

The Bank and/or the Deutsche Bank Group has the right to defer a part or all of the Variable Compensation of individual Members of the Management Board, the Persons of influence to align the results of the work of the Members of the Management Board, the Persons of influence with the activities of the Bank and/or the Deutsche Bank Group in the long term and promoting the retention of the Members of the Management Board, the Persons of influence in accordance with regulations, new legislation and the practice of competitors.

In the case that one of the following conditions are met:

- (i) VC awarded is greater than 30k EUR or
- (ii) If VC awarded is more than 50% of Annual Fixed Pay, then
 - A minimum of 40% of the VC award will be deferred over 4 years
 - In cases where the VC award is greater than 200k EUR, 60% of the award will be deferred over 4 years

The deferral period shall start on the day the non-deferred variable remuneration is paid and end when the variable remuneration is fully paid to a member of the governing body/an influential person or when the amount of the deferred variable remuneration is reduced to zero as a result of its reduction/cancellation. The first part of the deferred variable remuneration shall not be paid earlier than 12 months after the start of the deferral period.

The deferred variable remuneration shall be paid by:

- 1) spread over several payments during the deferral period (provided that the amounts of payments made in any year of the deferral period do not exceed 25% of the entire deferred variable remuneration); or

2) full payment at the end of the deferral period.

▪ **Reduction/cancellation and clawback of the already paid Variable Compensation**

The Supervisory Board or Chairperson of the Management Board shall approve the decision to reduce, cancel VC or clawback of up to 100% of the variable remuneration already paid in case the following facts are established:

1. deterioration (negative dynamics) of the bank's performance indicators;
2. insufficient achievement of the bank's planned results;
3. potential risks in the bank's activities that may lead to a significant deterioration of the financial position of the bank or to the deterioration of the bank's reputation;
4. the National Bank has adopted a resolution on: assigning the bank to the problematic category;
 - a. classifying the bank as insolvent;
 - b. revocation of the banking licence and liquidation of the bank;
 - c. withdrawal of a systemically important bank from the market on the grounds specified in Clause 15 of Section VII "Final Provisions" of the Law of Ukraine "On Banks and Banking";
5. a member of the governing body/an influential person:
 - a. was a participant in or responsible for actions/allowed inaction leading to significant losses of the bank;
 - b. violated the standards of generally accepted and established business practice/professional ethics, code of conduct (ethics) of the bank;
 - c. lost an impeccable business reputation;
 - d. received the variable remuneration on the basis of information that later turned out to be inaccurate.

After making a decision on the payment of the Variable Compensation, and until the moment of its actual payment, the Bank has the right to reduce/cancel its payment in full or in part.

The Bank has the right to apply clawback within six months after the payment of such Variable Compensation.

The clawback procedure is as follows:

1) The Bank provides its demand to repay funds to the relevant employee in writing, which demand includes the amount and the term for repayment.

2) If the Employee fails to pay within the set term, the Bank shall have the right to obtain reimbursement from the Employee in any way, including by deduction from salary or other deferred payments or via legal proceedings.

The procedure set above shall be included into employment contracts with the relevant employees.

It is prohibited for employees to insure or otherwise hedge their risk of reduction, cancelation or clawback of VC, and the relevant representation covering the same shall be included into employment contracts.

10. Criteria for evaluating the work of the Members of the Management Board, the Persons of influence

An explanation of the methods used by the Bank to establish fulfilment of the criteria for evaluating the performance of the Members of the Management Board, the Persons of influence is set out in the Regulation on Valuation.

11. Material Risk Takers

11.1. Responsible for MRTs identification

The Supervisory Board is responsible for identifying material risk takers.

The Management Board submits its proposals for the identification of material risk takers. Based on the results of consideration of the Management Board's proposals, the Supervisory Board approves the list of material risk takers.

11.2. Criteria for MRTs identification

In order to identify material risk takers, the Bank develops and determines the relevant qualitative and quantitative criteria. Such criteria take into account the potential impact of a person's professional activity, taking into account his/her powers and responsibilities, on the bank's risk profile, risk indicators and the effectiveness of the Bank's activities. The criteria take into account all significant types of risks that the Bank may be exposed to.

To determine material risk takers, the following qualitative and quantitative criteria are used:

Qualitative criteria are that an employee:

- 1) is a member of the governing body;
- 2) is one of the heads of supervisory units;
- 3) is one of the heads of material business units;
- 4) is the chief accountant and/or the head of the unit responsible for the development of the bank's accounting policy;
- 5) is one of the heads of units discharging the following functions:
 - legal support of the bank's activities;
 - financial planning, including taxation and budgeting;
 - economic analysis;
 - preventing and combating the legalisation (laundering) of proceeds from crime, terrorist financing and financing of proliferation of weapons of mass destruction;
 - staff management;
 - development and/or implementation of the remuneration policy;
 - information technology support;

ensuring information security;

6) has the authority to make, approve decisions on the introduction of new products or impose a ban (veto) on such decisions;

7) is a member of the relevant committee with the right to vote, responsible for making, approving the decisions specified in Subclause 6 above, or imposing a ban (veto) on such decisions;

8) for over three months performs the duties of an employee specified in Subclauses 1–7 above;

9) has the right to a material remuneration for/in the previous financial year, provided that the following requirements are simultaneously met:

the total amount of the remuneration accrued/paid to the employee for/in the previous financial year is equal to or exceeds the amount equivalent to 70,000 euros at the official exchange rate of hryvnia to foreign currencies established by the National Bank on the date(s) of accrual/payment(s), and is equal to or exceeds the average amount of the total (fixed and variable) remuneration accrued/paid for/in the relevant year to the members of the governing bodies of the bank;

carries out his or her professional activities within the framework of a material business unit and such activities belong to a type that has a significant impact on the overall risk profile of such unit;

10) is the head of the unit of the first line of defence;

11) is a member of the relevant committee with the right to vote, responsible for accepting significant types of risks;

12) has the authority to make, approve decisions, impose a ban (veto) on decisions regarding the conclusion of an agreement on the performance of an active operation, which is characterised by credit risk, if the aggregate assets under such an operation are equal to or greater than at least one of the following two values:

0.5% of the bank's core capital;

the equivalent of 1,000,000 euros at the official exchange rate of hryvnia to foreign currencies established by the National Bank on the date of adoption, approval of the relevant decision or imposition of a ban (veto) thereon;

13) is a member of a committee, other collegial body, which has the authority to make, approve the decisions specified in Subclause 12 above, or impose a ban (veto) on such decisions;

14) has the authority to make, approve decisions regarding transactions with instruments kept in the trading book, for an amount equal to or greater than 0.5% of the bank's core capital, or impose a ban (veto) on such decisions;

15) is a member of a committee, other collegial body, which has the authority to make, approve the decisions specified in Subclause 14 above, or impose a ban (veto) on such decisions;

16) influences a group of employees who independently have the authority to enter into agreements on behalf of the bank regarding active operations, if the aggregate assets under such operations are equal to or greater than at least one of the following two values:

0.5% of the bank's core capital;

the equivalent of 1,000,000 euros at the official exchange rate of hryvnia to foreign currencies established by the National Bank on the date of conclusion of the relevant agreement;

17) for over three months performs the duties of an employee specified in Subclauses 9–17 above.

Quantitative criteria:

1) accrual/payment to the employee for/in the previous financial year of remuneration in the amount equal to or greater than the amount equivalent to 100,000 euros at the official exchange rate of hryvnia to foreign currencies established by the National Bank on the date of accrual/payment;

2) belonging of the employee to 0.3% of the number of the bank employees (with rounding up to the nearest whole number) who were accrued/who received the largest amounts of remuneration in the previous financial year (provided that the bank had over 1,000 employees on the date of the relevant accruals/payments).

11.3. Documenting results of MRTs identification

Results of MRTs identification shall be documents as a list approved by the Supervisory Board, which list shall be an addendum to the relevant minutes.

11.4. Revision of the list of MRTs

Such list is subject to periodic (at least once a year) revision.

11.5. Notifications of MRTs identification

At least once a year, as well as upon request, the Supervisory Board provides the Shareholder and the NBU with information on the identification of material risk takers and the list of such persons.

12. Material business units of the Bank

The Supervisory Board shall annually determine, approve, and at least once a year revise the list of material business units based on:

- 1) the risk profile of the business unit (starting from 1 January 2025);
- 2) the amount of the capital determined by the bank as available to cover all significant risks (the available internal capital according to the economic perspective);
- 3) risk limits of the business unit (business line);
- 4) risk and efficiency indicators used by the bank to identify, manage and monitor the risks of material business units.

The bank shall include into the list of material business units a unit that meets at least one of the following criteria:

- 1) the total amount of all significant risks generated by the activities of the unit is 2% or more of the amount of the available internal capital according to the economic perspective;
- 2) is responsible for the main direction of activities and/or for the provision of accompanying services that form significant sources of income and/or profit of the bank/banking group (the amount of income/profit obtained in the relevant direction is 5% or more of the amount of income/profit of the bank for the previous financial year according to the audited financial statements as established by the legislation of Ukraine).

13. Evaluation and controls over implementation of remuneration policy

The Supervisory Board shall determine, approve, review at least once a year and, as determined by it, assess and control the implementation of the remuneration policy, which must determine the criteria for:

- 1) establishing the fixed remuneration, which reflects the level of professional experience and organisational responsibility, taking into account the employee's job descriptions;
- 2) establishing the variable remuneration, which reflects a consistent and careful (in terms of risks) performance of the obligations with the result that exceeds the requirements of the employee's job descriptions;
- 3) applying the procedure for the cancellation/refund of the variable remuneration accrued/paid for/in the previous periods.

14. Other conditions

This Regulation is in line with the risk management policy and is aimed at preventing the acceptance of risks that exceed the allowable level of risk appetite in the Bank.

The Bank does not conduct any periodic independent external evaluation of the Bank's remuneration payments.

This Provision corresponds to the Bank's system of distribution of decision-making powers (checks and balances), corporate governance, the principles of the Bank's corporate culture and responsible business conduct in the market.

15. Final Provisions

This Regulation becomes effective upon its approval by the Supervisory Board of the Bank.

Any amendments to the Regulation may be made only via approval thereof by the Supervisory Board of the Bank.

Upon approval of a revised version of the Regulation, the previous version of the Regulation shall automatically become void.

If any part of this Regulation does not conform to the applicable Ukrainian legislation, including the NBU regulations, including in relation to adopting of the new acts or amendments to effective acts, this Regulation shall be valid only in the part which does not contradict the applicable Ukrainian legislation, including the applicable NBU regulations. Until relevant amendments are made to the Regulation, employees of the Bank shall be governed by the provisions of the applicable Ukrainian legislation in their work.

16. Glossary

Term	Definition
Shareholder	Sole shareholder of the Bank which owns 100% of the issued shares in the Bank
Bank	JSC Deutsche Bank DBU
Person of influence	MRTS excluding members of the Supervisory and Management Boards
Law on Banks	Law of Ukraine №2121-III "On Banks and Banking" dated 7 December 2000 (as amended)
Law on Joint Stock Companies	Law of Ukraine №514-VI "On Joint Stock Companies" dated 17 September 2008 (as amended)

Regulation on remuneration of the members of the Management Board and the Persons of Influence - JSC Deutsche Bank DBU

Term	Definition
Reports on Remuneration	Report on remuneration of the Members of the Management Board and Report on remuneration of the Persons of influence
Variable Compensation	Variable remuneration
NBU	National Bank of Ukraine
Remuneration Policy	Deutsche Bank DBU's Remuneration Policy, approved by the Bank's Supervisory Board (Minutes №70 dated 28 April 2020), as such a policy may be amended or supplemented in the future
Regulation	Regulation on remuneration of the members of the Management Board and the Persons of influence - JSC Deutsche Bank DBU
Regulation on Valuation	Regulation on the procedure of selection and evaluation of candidates for members of the Supervisory Board, inspection of managers, head of the internal audit department - JSC "Deutsche Bank DBU", approved by the decision of the Supervisory Board of the Bank dated 19 November 2019
Resolution №153	Regulation on remuneration policy in the Bank, approved by Resolution №153 of the NBU Board dated 30 November 2020 (as amended)
Decision №814-рш	Methodical recommendations on the organization of corporate governance in banks of Ukraine, approved by the Decision of the NBU Board №814-рш dated 3 December 2018 (as amended)
Decision of the Shareholder	Decision of the sole shareholder of the Bank
Material risk taker	A person who is determined on the basis of qualitative and quantitative criteria in accordance with this Regulation
Fixed Payment	Fixed remuneration
Members of the Management Board	Chairman and Members of the Management Board

Other terms are used in the meanings defined by the legislation of Ukraine and regulatory acts of regulatory bodies.

Regulation on remuneration of the members of the Management Board and the Persons of Influence - JSC Deutsche Bank DBU

APPROVED BY
 Supervisory Board of
 JSC Deutsche Bank DBU
 (Minutes № 113 dated 26 April 2024)

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