



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
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Risk type	Remuneration (R062)
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Risk type authorisation

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

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
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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 fulfillment 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 additional pension provision or the procedure for payment of remuneration in case of early retirement of the Members of the Management Board, the Persons of influence;
- 5) contains information on dismissal payments for the 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) contains information on the procedure and conditions of remuneration payment, forms of remuneration payment (monetary/non-monetary) and terms of payment;
- 10) determines the procedure for partial payment, deferral, reduction/cancellation or return of the variable component of remuneration/its parts in the presence of a variable component in the remuneration structure;
- 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) contains the procedure for identifying material risk takers;
- 13) contains other conditions that do not contradict the principles of the remuneration system defined by the Resolution №153; and
- 14) 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, approved by the decision of the Supervisory Board of the Bank.

The Bank's Supervisory Board 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.

The Supervisory Board of the Bank annually approves the Reports on Remuneration, the requirements for which are established by the National Bank of Ukraine and the legislation of Ukraine.

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 Bank's Supervisory Board regularly reviews and approves the amount of such remuneration, taking into account changes in the Remuneration Policy.

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.

4. Payment for work, remuneration and compensation of the Members of the Management Board of the Bank

4.1. The structure of monetary remuneration of the Members of the Management Board

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

- 1) **Fixed payment**, including the following types:
 - **Fixed basic salary** for the Members of the Management Board 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**, including the following types:

- **The Group Component of the Variable Compensation**, which is arbitrary (non-guaranteed element of remuneration), introduced to create a stronger link between the performance of the Deutsche Bank Group and compensation to the Members of the Management Board and recognition that each Member of the Management Board has contributed to the Bank's success;
- **Individual Component of the Variable Compensation**, which is arbitrary (non-guaranteed element of remuneration) and is established to recognize the performance of the Members of the Management Board at the individual level.

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

In determining the amount of monetary remuneration of the Members of the Management Board, 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 and reflects the importance of each individual position and function of the respective Member of the Management Board.

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 a Member of the Management Board brings to the Bank.

- **Fixed basic salary** is the amount of remuneration paid to the Members of the Management Board 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, in accordance with the decision of the Supervisory Board of the Bank, remuneration is set in the form of a fixed basic salary in the amount specified in the Bank's staff list for the position held in the Bank by a Member of the Management Board.

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

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 has fully worked a certain number of working hours for a certain period and complied with labour standards.

The Bank pays a Member of the Management Board a fixed basic salary, which is specified in the employment contract of the respective Member of the

Management Board, and which is calculated in proportion to the time worked by this Member of the Management Board for the reporting period. The salary of a Member of the Management Board 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 of the respective Member of the Management Board.

- **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 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 for the Members of the Management Board: 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 by the Members of the Management Board 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, 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 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.

The Members of the Management Board of the Bank may receive the Variable Compensation upon the decision of the Supervisory Board in accordance with the Remuneration Policy.

Employees are not contractually entitled to receive any component or portion of the Variable Compensation (neither the Group Component of the Variable Compensation nor the Individual Component 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 aims to:

- **Group component of the Variable Compensation** - note the fact that each employee has contributed to the success of the Bank; and
- **Individual component of the Variable Compensation** - to reflect the individual performance, behaviour and adherence to the Bank's key values and beliefs, as well as employee retention considerations, in the context of the performance of the team and the Bank.

The corporate position of a Member of the Management Board, as well as the specifics of the work of the department, branch, region and organization determine which elements of the Variable Compensation apply to this Member of the Management Board and the conditions under which they apply.

In determining the Variable Compensation in the remuneration structure, the Supervisory Board links this variable share to the performance of long-term and short-term tasks. Remuneration of the Members of the Management Board of the Bank is related to the work tasks of each Member of the Management Board of the Bank, 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 Member of the Management Board of the Bank.

Both the Group Component of the Variable Compensation and the Individual Component of the 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.

5. Information on the incentive program for the Members of the Management Board

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

- (1) **Incentive payments** - remuneration in the form of the Variable Compensation, which includes the following types:
 - **Group Component of the Variable Compensation;** and
 - **Individual Component of the Variable Compensation;**

- (2) **Compensation payments** - relevant additional payments and benefits (of a compensatory nature):
- (3) **Non-monetary incentives** - remuneration in the form of payment by the Bank of the cost of voluntary medical insurance of the Members of the Management Board and/or partial payment by the Bank of the cost of voluntary medical insurance of family members of the respective Member of the Management Board.

5.1. Group Component of the Variable Compensation

The purpose of the Group Component of the Variable Compensation is to create a stronger link between the performance of the Deutsche Bank Group and compensation to the Members of the Management Board and to recognize that each Member of the Management Board has contributed to the success of the Bank.

The Group Component of the Variable Compensation will be determined in accordance with the principles of compensation of the Deutsche Bank Group, plans at the regional level, the Bank, branches and organization, local regulations and legislation and taking into account the solvency of the Deutsche Bank Group.

The actual size of the Group Component of the Variable Compensation, which is assigned to the Members of the Management Board, depends on the achievement of key performance indicators general for the Deutsche Bank Group, which are based on the Bank's financial objectives (periodically set at the Bank's discretion).

5.2. Individual Component of the Variable Compensation

The Individual Component of the Variable Compensation is also arbitrary (not guaranteed) and is set to recognize performance at the individual level, taking into account a number of financial and non-financial factors, including performance of the Bank, the relevant department, the relevant branch, the individual performance of the Member of the Management Board in relation to established goals and expectations (taking into account "how" the results of work were achieved), relative performance among colleagues of the same level, adherence to key values and beliefs of the Bank, as well as views of the Bank on the retention of the Members of the Management Board.

As a rule, the Individual Component of the Variable Compensation applies, with some exceptions, to the Members of the Management Board who hold corporate positions at the level of the Vice President and above, and is assessed by the Bank at its discretion, depending on its solvency.

Decisions on the actual amount of the Individual Component of the Variable Compensation, which according to the results of a certain financial year is assigned to the Member of the Management Board entitled to claim it, are made by the relevant managers of the Bank and/or the Deutsche Bank Group, who are empowered to make decisions on the payment of the Individual Component of the Variable Compensation (in accordance with the provisions of documents and procedures, including in accordance with the document entitled "*Guiding Principles for the appointment of the Variable Compensation*", available on the internal web resource on personnel policy and employment of the Deutsche Bank Group (HR Connect), section "*Tools for final year end for employees*").

The Individual Component of the Variable Compensation is used only in case the relevant Member of the Management Board successfully passes the annual inspection established for the Bank's managers in accordance with the Regulation on Valuation.

5.3. Compensation payments

Criteria for determining the amount and procedure for calculating the amount of relevant additional payments and benefits (compensatory nature) of the Members of the Management Board, and the procedure for assessing the fulfilment of these criteria, set out in section 4.2 of this Regulation.

Reimbursement of expenses incurred by the Members of the Management Board in the performance of their duties shall be made in cases expressly provided by the legislation of Ukraine and in the manner prescribed by the internal documents of the Bank.

5.4. Non-monetary incentives

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

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 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 Member of the Management Board has the right to refuse to receive non-monetary incentives offered by the Bank, which does not entitle the relevant Member of the Management Board 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 may also be introduced by the decision of the Supervisory Board of the Bank or by the Decision of the Shareholder.

5.5. Additional pension provision

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

5.6. Dismissal payments

In respect of certain members of the Management Board, 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.

6. Payment for work, remuneration and compensation of the Persons of influence

6.1. The structure of monetary remuneration of the Persons of influence

The monetary remuneration of the Persons of influence includes the following components:

1) **Fixed payment**, including the following types:

- **Fixed basic salary** for the 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**, including/may include (depending on the position and corporate title of the employee) the following types of:

- **The Group Component of the Variable Compensation**, which is arbitrary (non-guaranteed element of remuneration), introduced to create a stronger link between the performance of the Deutsche Bank Group and compensation to the Person of influence and recognition that each Person of influence has contributed to the Bank's success;
- **Individual Component of the Variable Compensation**, which is arbitrary (non-guaranteed element of remuneration) and is established to recognize the performance of the Responsible person at the individual level.

6.2. Criteria for determination of the amount and procedure for calculation of the amount of monetary remuneration of the Persons of influence, the procedure for assessing the fulfilment of these criteria

In determining the amount of monetary remuneration of the 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 Persons of influence and reflects the importance of each individual position and function of the respective Person of influence.

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 a Person of influence brings to the Bank.

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

For the performance of the powers of a Person of influence, in accordance with the decision of the Supervisory Board of the Bank, remuneration is set in the form of a fixed basic salary in the amount specified in the Bank's staff list for the position held in the Bank by a Person of influence.

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

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 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 Persons of influence a fixed basic salary, which is specified in the employment contract of the respective Person of influence, and which is calculated in proportion to the time worked by this Person of influence for the reporting period. The salary of a Person of influence 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 of the respective Person of influence.

- **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 a Person 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 for the Persons of influence: 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 by the Persons of influence 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 Persons of influence, and may be set by 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 Persons of influence for the results of their work and conduct taking into account the solvency and financial situation of the Deutsche Bank Group, accepted risks by the Bank and results of such acceptance, the financial result of the Bank's activities, compliance with the requirements for 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.

the Persons of influence may receive the Variable Compensation upon the decision of the Supervisory Board in accordance with the Remuneration Policy.

the Persons of influence are not contractually entitled to receive any component or portion of the Variable Compensation (neither the Group Component of the Variable Compensation nor the Individual Component 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 aims to:

- **Group component of the Variable Compensation** - note the fact that each employee has contributed to the success of the Bank; and
- **Individual component of the Variable Compensation** - to reflect the individual performance, behaviour and adherence to the Bank's key values and beliefs, as well as employee retention considerations, in the context of the performance of the team and the Bank.

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

In determining the Variable Compensation in the remuneration structure, the Supervisory Board links this variable share to the performance of long-term and short-term tasks. Remuneration of the Persons of influence of the Bank is related to the work tasks of each Person of influence, 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 of influence.

Both the Group Component of the Variable Compensation and the Individual Component of the 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.

7. Information on the incentive program for the Persons of influence

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

- (1) **Incentive payments** - remuneration in the form of the Variable Compensation, which includes the following types:
 - **Group Component of the Variable Compensation;** and
 - **Individual Component of the Variable Compensation;**
- (2) **Compensation payments** - relevant additional payments and benefits (of a compensatory nature):
- (3) **Non-monetary incentives** - remuneration in the form of payment by the Bank of the cost of voluntary medical insurance of the Persons of influence and/or partial payment by the Bank of the cost of voluntary medical insurance of family members of the respective Person of influence.

7.1. Group Component of the Variable Compensation

The purpose of the Group Component of the Variable Compensation is to create a stronger link between the performance of the Deutsche Bank Group and compensation to the Persons of influence and to recognize that each Person of influence has contributed to the success of the Bank.

The Group Component of the Variable Compensation will be determined in accordance with the principles of compensation of the Deutsche Bank Group, plans at the regional level, the Bank, branches and organization, local regulations and legislation and taking into account the solvency of the Deutsche Bank Group.

The actual size of the Group Component of the Variable Compensation, which is assigned to the Persons of influence, depends on the achievement of key performance indicators general for the Deutsche Bank Group, which are based on the Bank's financial objectives (periodically set at the Bank's discretion).

7.2. Individual Component of the Variable Compensation

The Individual Component of the Variable Compensation is also arbitrary (not guaranteed) and is set to recognize performance at the individual level, taking into account a number of financial and non-financial factors, including performance of the Bank, the relevant department, the relevant branch, the individual performance of the Person of influence in relation to established goals and expectations (taking into account "how" the results of work were achieved), relative performance among colleagues of the same level, adherence to key values and beliefs of the Bank, as well as views of the Bank on the retention of the Persons of influence.

As a rule, the Individual Component of the Variable Compensation applies, with some exceptions, to the Persons of influence who hold corporate positions at the level of the Vice President and above, and is assessed by the Bank at its discretion, depending on its solvency.

Decisions on the actual amount of the Individual Component of the Variable Compensation, which according to the results of a certain financial year is assigned to the Person of influence entitled to claim it, are made by the relevant managers of the Bank

and/or the Deutsche Bank Group, who are empowered to make decisions on the payment of the Individual Component of the Variable Compensation (in accordance with the provisions of documents and procedures, including in accordance with the document entitled "*Guiding Principles for the appointment of the Variable Compensation*", available on the internal web resource on personnel policy and employment of the Deutsche Bank Group (HR Connect), section "*Tools for final year end for employees*").

The Individual Component of the Variable Compensation is used only in case the relevant Person of influence successfully passes the annual inspection established for the Bank's managers in accordance with the Regulation on Valuation.

7.3. Compensation payments

Criteria for determining the amount and procedure for calculating the amount of relevant additional payments and benefits (compensatory nature) of the Persons of influence, and the procedure for assessing the fulfilment of these criteria, set out in section 4.2 of this Regulation.

Reimbursement of expenses incurred by the Persons of influence in the performance of their duties shall be made in cases expressly provided by the legislation of Ukraine and in the manner prescribed by the internal documents of the Bank.

7.4. Non-monetary incentives

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

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

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

7.5. Additional pension provision

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

7.6. Dismissal payments

In respect of certain 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 relevant Persons of influence.

8. Powers to decide on remuneration

The Supervisory Board of the Bank approves this Regulation and Reports on the remuneration.

The Supervisory Board of the Bank also approves the decision on payment of remuneration to the Members of the Management Board and the Persons of influence.

The Supervisory Board of the Bank sets the remuneration of the Members of the Management Board and the Persons of influence taking into account their functions and market conditions in order to attract and retain qualified employees. Each Member of the Management Board and each Person of influence is assigned a fair and appropriate remuneration, which is transparently defined by the Remuneration Policy.

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 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.

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.

Remuneration to the Members of the Management Board, the Persons of influence based on the results of work is paid on the basis of the order of the Chairman of the Management Board on the basis of the relevant decision of the Supervisory Board.

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

9. Reports on remuneration

The report on the remuneration of the Members of the Management Board is prepared and approved by the Management Board based and the report on the remuneration of the Persons of influence on the results of each financial year, and submitted for approval by the Supervisory Board of the Bank, no later than April 30.

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.

9.1. 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.

9.2. 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.

10. 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).

11. Procedure, conditions, forms and terms of payment of the remuneration to the Members of the Management Board, the Persons of influence

Information on the procedure and conditions for payment of the remuneration, forms of payment of the remuneration (monetary/non-monetary) and terms of payment must be established in the relevant order of the Chairman of the Management Board, issued on the basis of the relevant decision of the Bank's Supervisory Board.

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

The Shareholder or the Supervisory Board of the Bank have the right to make decisions on:

- **Partial payment of the Variable Compensation, deferral of its payment, reduction/cancellation of its payment (taking into account the results of activities, financial condition of the Bank and/or the Deutsche Bank Group).**

The Bank and/or the Deutsche Bank Group has the right to defer for the future part or all of the Variable Compensation of individual Members of the Management Board, the Persons of influence (the Variable Compensation of which equals to or exceeds a certain threshold or in cases stipulated by regulatory requirements) 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.

If a Member of the Management Board, a Person of influence receives a Variable Compensation in the amount equivalent to more than EUR 500,000 per year, its payment will be extended for a future period (deferred payments) in accordance with the standards of the Deutsche Bank Group.

Therefore, the payment of part of the Variable Compensation may be deferred for a certain period, which is determined by the Decision of the Shareholder or decision of the Supervisory Board of the Bank. The part of the Variable Compensation to be deferred is determined by the Decision of the Shareholder or the decision of the Supervisory Board of the Bank.

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 (taking into account the results of activities, financial condition of the Bank).

- **Refund of the already paid Variable Compensation (in case of its payment on the basis of information, which later turned out to be incorrect/unreliable) and setting the term of such refund.**

The Bank has the right to demand the return of the already paid Variable Compensation (in case of its payment on the basis of information that later turned out to be incorrect/unreliable) within six months after the payment of such Variable Compensation.

13. 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.

14. The procedure for determining material risk takers

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:

- the Bank's employee has managerial powers in the Bank's divisions responsible for:
 - finance and accounting;
 - operational activities;
 - an employee of the Bank has the authority, either independently or as a member of a committee with the right of a decisive vote, to take, approve or veto decisions according to which the Bank assumes credit risk at a nominal value of at least EUR 50,000 at the NBU rate at the date of adoption of the relevant decision per one transaction;
 - position (level of position and corporate title);
 - subordination and reporting order;
 - quality of management;
 - sphere of activity;
 - sustainability and stability of work.
- Quantitative criteria:
- exceeding the amount of Variable compensation paid for the year by two or more times the amount of the annual Fixed Payment;
 - risk indicators of the Bank (increase /decrease);
 - efficiency of the Bank's activities (increase /decrease);
 - profit of the Bank (increase/decrease);
 - optimization of asset use (increase/decrease);
 - return on assets (increase/decrease);
 - change in the number of clients served by the Bank (increase/decrease);
 - achievement of performance plan indicators and personal goals of the employee agreed for the relevant year;
 - the percentage of turnover of valuable employees in the department or other division of the Bank headed or in which the employee concerned works;
 - the number of ideas put forward to improve the processes of work of the Bank and the Department or other division of the Bank headed or in which the employee concerned works.

The Supervisory Board is responsible for identifying material risk takers. At the request of the Supervisory Board, 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. Such a list is subject to periodic (at least once a year) revision.

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.

15. 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.

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.

16. 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.

17. 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	Head of internal audit unit, chief risk manager, chief compliance manager, head of a separate unit for prevention and counteraction to legalization (laundering) of proceeds from crime, terrorist financing and financing of proliferation of weapons of mass destruction, if the head / manager is not a member of the Management Board, another material risk takers (except for a member of the Management Board, a Person of influence)
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)

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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 № 91 dated 30 May 2022)

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