



COMMERZBANK

# Policy on Communication and Engagement with Shareholders and Investors

December 2020



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# 1 General principles and purpose

In the aim of promoting transparency of information disclosure and providing a better communication and interaction with its shareholders and investors, Commerzbank has implemented this policy, which is governed by the following general principles:

- Transparency, truthfulness and standardization in providing financial and non-financial information to shareholders and investors, so that they receive all legally required information in a clear manner.
- Periodical and adequate disclosure of information complemented by immediate publishing of information to ensure that shareholders and investors are informed about the most relevant aspects regarding the Bank at any time.
- Variety of communication instruments and development of new information technology tools to reach shareholders and investors in the easiest and most convenient way.
- Equal treatment and non-discrimination of shareholders and investors being under the same conditions and who are not affected by any conflict of interest or competition.
- Compliance with statutory provisions and the German Corporate Governance Code, as well as with all principles of cooperation and transparency with the competent regulators, government agencies and supervisory institutions. Particular attention is paid to the rules for handling and processing inside information and other relevant information which are set out in the bank's own regulations.

## 2 Channels for information disclosure

Disclosure of inside or other relevant information to the public is made in accordance with applicable law, supervisory entities' regulations and Commerzbank's internal guidelines through the following channels:

### 2.1 Commerzbank corporate website

Commerzbank's corporate website ([www.commerzbank.com](http://www.commerzbank.com)) is used as the primary communication channel with shareholders and investors. Relevant information material for investors is given predominantly in English.

Contents of the website are among other information:

#### **Company – General information**

- Strategy and business model
- Responsible banking
- Presentations
- Policies
- History of Corporate Actions

## **Financial and economic disclosures**

- Quarterly results and interim reports
- Disclosure Reports
- Quarterly results presentations
- Recent webcasts
- Press releases
- Ad-hoc releases
- Annual reports
- Live webcast of the annual press conference
- Remuneration reports
- Financial calendar

## **Commerzbank share**

- Current share price and historical share prices
- Dividend
- Share Buybacks
- Capital Return Policy
- Shareholder structure
- Voting Rights
- Consensus estimates

## **Fixed Income**

- Ratings
- Fixed Income presentations
- Transparency disclosures
- Issuance programmes
- Capital instruments
- Liability Management
- Green Bond
- Bank resolution

## **Corporate Governance**

- Annual report on Corporate Governance
- Presentation on Corporate Governance

- German Corporate Governance Code
- Declaration of Compliance (with German Corporate Governance Code)
- Articles of association
- Board of Managing Directors
- Rules of procedure of the Board of Managing Directors
- Remuneration system for the Board of Managing Directors
- Advisory Committees
- Supervisory Board
- Rules of procedure of the Supervisory Board
- Profile of skills and expertise for Supervisory Board
- Supervisory Board remuneration system (set out in the Articles of Association)
- Managers' Transactions
- FAQs
- Policy on communication and engagement with shareholders and investors

### **Sustainability and Corporate Citizenship**

- Presentations
- Ratings (SRI/ESG)
- Sustainability strategy

### **Mailing Service for Investor Relations News**

### **Contacts of the Investor Relations department**

## **2.2 Corporate events**

### **Annual General Meeting (additional information in 3.1)**

- Invitation, financial statements, management reports, speeches, explanations regarding the rights of shareholders are set out in the invitation to the AGM
- Video webcast in live and as a replay of the last meeting can be found on the corporate website

### **Annual Press Conference**

- Presentations can be found on the corporate website as well as a live webcast of the last annual press conference

### **Quarterly results presentations (additional information in 3.2)**

- Report, presentation and last webcast can be found on the corporate website

### **Roadshows (additional information in 3.3)**

### **Reverse Roadshows and Field Trips (additional information in 3.4)**

### **Capital Markets Day (additional information in 3.6)**

## **2.3 Regulators Websites**

Commerzbank as a listed company must disclose relevant Group information to several supervisory entities like the European Banking Authority. The competent authorities may disclose information through their official channels when appropriate, but all relevant contents are also available on Commerzbank's website.

## **2.4 Social media**

Social media may be used as an additional channel to communicate with shareholders and investors. Commerzbank's official corporate profiles available on Facebook, Instagram, LinkedIn and other social networks can support announcing major events like general shareholders meeting, quarterly results presentation or Capital Markets Day.

## **3 Channels for engagement and participation**

Commerzbank organizes several activities and events throughout the year to set the framework for active engagement in which shareholders and investors can participate. By organizing such activities and events, Commerzbank pursues to provide additional explanations as well as to give voice to investors and listen to shareholder interests or concerns. Events may be generally attended by investors or followed remotely. Further details on engagement events are provided in the following sections.

All activities and events are organized by the Investor Relations Department and will usually be attended by at least one member of the Investor Relations Department.

Without prejudice to the principles of equal treatment and non-discrimination, Commerzbank may tailor general information and special engagement channels and other initiatives based on the various groups for whom they are intended.

The participation of members of the Board of Management, the Supervisory Board or members of the Investor Relations Department in activities and events depend on their availability and is at their sole discretion. This applies to institutional investors with a justified and reasonable interest.

### **3.1 Annual general meeting**

The annual general meeting serves as a gathering of all shareholders for information and resolution on certain topics. The event constitutes a sovereign decision-making body of the Bank to adopt resolutions on topics such as the use of profit shown on the balance sheet, the ratification of actions by the members of the Board of Managing Directors and the members of the Supervisory Board, election of the auditor for the financial statements, election of the auditor for the audit review, elections of members of the Supervisory Board and approval of the system for compensation of the members of the Board of Managing Directors and the members of the Supervisory Board.

Further details on the Agenda can be found in the most recent invitation to the annual general meeting as well as information about the following topics:

- Prerequisites for participation in the general shareholders' meeting and exercise of the voting rights
- Procedure for casting votes in the case of proxies
- Rights of shareholders
- Data protection for shareholders

Under certain conditions shareholders may request that an extraordinary general meeting is convened.

### **3.2 Quarterly results presentation**

In addition to disclosure of the quarterly results a presentation is given on the same day for preregistered certified analysts and investors to give further explanations to the corresponding financial report. During the event it is usually possible to raise questions regardless if the presentation is followed live, via conference call or via audio webcast.

Two weeks prior to the dates for the quarterly results presentation Commerzbank enters into a Silent Period and does not comment or discuss topics related to its financial data, performance or any expectations.

### **3.3 Roadshows and Conferences**

Roadshows and Conferences take place repeatedly throughout the year enabling the Bank to have a dialog with investors and analysts about Commerzbank's performance.

All attendees will be generally selected by available capacities and the following criteria to ensure high-quality meetings: in-depth understanding and interest in the activities and business of Commerzbank as well as the banking sector including close coverage by the investor.

Any issues, queries and comments from investors and analysts are addressed internally through the Investor Relations team.

Some Investor Roadshows may focus on specific topics, for example environmental, social and governance issues.

### **3.4 Reverse Roadshows and Field Trips**

Reverse Roadshows or Field Trips will not be organized on a regular basis but upon specific request by institutional investors. Information about planned events and related details will be announced on Commerzbank's corporate website.

### **3.5 Meetings and conference calls with the Investor Relations Department**

Meetings and conference calls with the Investor Relations Department are maintained throughout the whole year to ensure regular interactions with regard to current issues and enquiries if necessary. Contacts are possible upon request by investors or proactively by the Investor Relations Department.

### **3.6 Capital Markets Day**

Capital Markets Days will be organized on a regular basis to give updates on major issues and corporate decisions as well as on Commerzbank's strategy. The events may be attended by analysts and investors or followed remotely via webcasts.

### **3.7 Interaction with the Supervisory Board**

The German Corporate Governance Code suggests that the chairman of the Supervisory Board is available for discussions with investors regarding topics specifically related to the responsibilities of the Supervisory Board.

Meetings between the chairman of the Supervisory Board and institutional investors with a justified and reasonable interest may be organized by the Investor Relations Department depending on the capacities and availability of the chairman of the Supervisory Board.

A dialogue enables investors to discuss specific topics which fall within the scope of responsibilities of the Supervisory Board. Such topics could be the supervision of the Board of Managing Directors with respect to compliance with applicable banking supervisory regulations or the remuneration system of the Board of Managing Directors.

### **3.8 Remote communication and engagement services**

Commerzbank provides the following channels that are permanently in place to ensure investors can always get in contact.

Investors' queries can be received and processed through the Investor Relations Department mail inbox ([ir@commerzbank.com](mailto:ir@commerzbank.com)).

In addition, the Investor Relations Department can be reached via the following postal address: Investor Relations, Kaiserplatz, 60261 Frankfurt/Main.



## **4 Approval of the Policy on communication and engagement with shareholders and investors**

This Policy on communication and engagement with shareholders and investors was approved by the Board of Managing Directors on 22<sup>nd</sup> December 2020 and will enter into force on 1<sup>st</sup> January 2021.

The content of the policy will be reviewed on a regular basis and adjusted if necessary, to ensure its adequacy and effectiveness. The Investor Relations Department is responsible for the implementation of updates. The current version will be published on Commerzbank's corporate website.



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