



Group Policy

Conflicts of Interest Policy – Deutsche Bank Group

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 sets out the Bank’s arrangements in connection with the identification, documentation, escalation and management of Conflicts of Interest, including where such Conflicts of Interest arise in the context of MiFID Business.

Document Category

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

Applicability

DB Group Restricted to:

Issuing Unit Compliance

Risk Type Conflicts of Interest

Risk Type Authorisation

- (i) Risk Type Control Function, as per 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

All Employees

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1. Scope

This policy sets out the Bank's arrangements in connection with the identification, documentation, escalation and management of Conflicts of Interest, including where such Conflicts of Interest arise in the context of MiFID Business.

This policy applies to all Employees. It also applies to Contingent Workers. Managers of Units that engage Contingent Workers must familiarise themselves with the requirements in this policy and must exercise their supervisory duties accordingly.

Capitalised terms have the meaning ascribed to them in section 5.

2. What are Conflicts of Interest?

A Conflict of Interest is a situation where one or more persons or entities have competing interests and the serving of one interest may involve detriment to another. This policy applies to the extent that a Conflict of Interest gives rise to the risk of one or more of the following:

- i. the Bank and/or an Employee failing to comply with legal or regulatory obligations;
- ii. the Bank and/or an Employee failing to fulfil a duty of care, trust or loyalty owed to another person or entity such as a Client;
- iii. an Employee's professional judgement and objectivity being compromised and/or hindering the proper discharge of their duties and responsibilities;
- iv. an Employee engaging in unethical conduct; and/or
- v. the Bank obtaining improper advantage or treatment or giving rise to the appearance of impropriety and reputational damage, including as it relates to the manner in which business is awarded to or by the Bank.

A Conflict of Interest under this policy includes both an actual Conflict of Interest (i.e. a Conflict of Interest that has arisen) and a potential Conflict of Interest (i.e. a Conflict of Interest that may arise given particular facts and circumstances). It also includes a perceived Conflict of Interest (i.e. a situation which may give rise to the perception of a Conflict of Interest), even where a Conflict of Interest may not in fact exist.

Certain Conflicts of Interest are persistent and need to be managed on an ongoing basis, while others may arise in relation to a single event (e.g. a transaction) and can usually be managed by one-off measures.

Failure to identify and appropriately manage Conflicts of Interest could result in inappropriate or a range of adverse consequences for Clients, the Bank and Employees, such as reputational damage, damage to client relationships and loss of client business, regulatory sanctions, and risk of litigation. To assist in the identification of Conflicts of Interest, [Annex 1](#) includes non-exhaustive lists of (i) relationships where Conflicts of Interest may arise and (ii) Conflicts of Interest scenarios, as well as (iii) a sample of specific examples of circumstances in which these Conflicts of Interest arise.

3. Approach to Conflicts Management

The Bank seeks to ensure that a Conflict of Interest does not adversely affect the interests of Clients, the Bank, its shareholders or other stakeholders through the identification, prevention or management of the Conflict of Interest.

Some Conflicts of Interest are not permitted as a matter of law or regulation and others are permitted so long as the Bank has appropriate means by which to manage them. The Bank may utilise a number of means (which may be used individually or in combination) to manage a Conflict of Interest including:

- i. organisational arrangements which are described in [Annex 2](#);
- ii. policies, procedures, systems and controls which are described in [Annex 3](#);

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- iii. disclosure designed to inform the affected parties of the Conflict of Interest and its likely impact on them which is described in [Annex 3](#); or
- iv. avoidance of the service, activity or matter giving rise to the Conflict of Interest where the Conflict of Interest cannot be prevented or managed effectively using other means.

4. Employee Responsibilities

As part of the Bank's approach to conflicts management, Employees must fulfil the responsibilities outlined below when performing their roles at the Bank.

4.1. All Employees

All Employees are responsible for identifying and managing Conflicts of Interest on an ongoing basis and are required to:

- i. comply with this policy, Rules and other applicable policies and procedures relating to the identification, documentation, escalation and management of Conflicts of Interest;
- ii. act with integrity and exercise good judgement and discretion;
- iii. act with the requisite degree of independence and objectivity when discharging their responsibilities at the Bank;
- iv. avoid, wherever possible, situations giving rise to Conflicts of Interest due to any of the following:
 - a. personal financial interest;
 - b. Family Members or Close Personal Relationships;
 - c. previous, current or potential future involvement in an activity or endeavour (whether at the Bank or externally); or
 - d. different roles and responsibilities at the Bank;
- v. immediately notify their supervisor and Compliance of the existence and general nature of a Conflict of Interest;
- vi. immediately disclose Conflicts of Interest to the chairperson when participating in decision making fora and, if the chairperson so determines, remove themselves from the decision making process and not seek to influence such decisions any further;
- vii. not be in a supervisory, subordinate or control relationship (having influence over conditions of employment) with closely related persons including Family Members or Close Personal Relationships;
- viii. not misuse information obtained in the course of working at the Bank including in connection with dealing in securities;
- ix. manage work-related information on the basis of the Bank's need-to-know principle, respecting information barriers and duties of confidentiality at all times;
- x. challenge and escalate promptly issues of concern to their supervisors and Compliance so that Conflicts of Interest may be appropriately reviewed, managed and resolved;
- xi. upon joining the Bank and on a periodic basis thereafter, complete all attestations required by Compliance; and
- xii. comply with applicable Rules which require transactions and arrangements between the Bank and a Related Party to be carried out on an independent, arms-length basis.

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4.2. Supervisors

Employees who act in a supervisory capacity are required to:

- i. actively seek to identify, mitigate and, to the extent required by Unit procedures, document Conflicts of Interest in their area of responsibility, including in connection with any current or planned activities;
- ii. assess any Conflicts of Interest reported to them to determine if a Conflict of Interest exists;
- iii. determine, after consulting Compliance and other control functions as required, the best course of action to resolve, manage or avoid the Conflict of Interest, including further escalation to a higher management authority where necessary or the (temporary or permanent) withdrawal of oversight of a given matter or activity from the Employee concerned;
- iv. review on an annual basis or more regularly, if required, any reported Conflicts of Interest to ensure these are being managed in accordance with any agreed resolution; and
- v. allocate responsibilities to Employees who report to them in a manner that does not lead to Conflicts of Interest and avoid allocation of responsibilities which will compromise the independence of control functions of the Bank.

4.3. Senior Management

Members of Senior Management are responsible for overseeing the identification, documentation, escalation and management of all Conflicts of Interest as they arise within their relevant areas of responsibility at the Bank. Members of Senior Management are required to:

- i. sponsor and encourage an appropriate culture which emphasizes the importance of ethical treatment of Clients and the fair handling of Conflicts of Interest;
- ii. be engaged in the implementation of policies, procedures and arrangements for the identification, documentation, escalation, management and ongoing monitoring of Conflicts of Interest;
- iii. be engaged in the clear communication of policies, procedures and expectations and the sharing of best practice throughout the Bank;
- iv. adopt a holistic view to identifying potential and emerging Conflicts of Interest within and across Business Divisions and Infrastructure Functions and to facilitate informed judgements with respect to materiality and the manner in which conflicts are handled;
- v. raise awareness and promote adherence of Employees in completing regular training both at induction and in the form of refresher training;
- vi. sponsor systems and controls to document, track, manage and mitigate Conflicts of Interest risk, and regularly review their effectiveness;
- vii. consider the implications and take corrective action, where required, in connection with performance measurements or incentive schemes that may incentivise an Employee to act contrary to the duties and responsibilities owed to the Bank and under applicable Rules; and
- viii. utilise management information to remain sufficiently up-to-date and informed in connection with the matters listed above.

4.4. DB Group Entity Board Members

Key obligations of Board Members of DB Group Entities in connection with Conflicts of Interest are:

- i. Board Members must generally act in the best interest of the DB Group Entity they represent and ensure that procedures are in place so that transactions between the DB

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Group Entity and Deutsche Bank AG and/or another DB Group Entity are generally undertaken only on an arms-length basis. In this context, a Board Member:

- a. may consider the aligned interests of the Bank as an element in their decision-making process;
 - b. may give the Bank's interest significant weight where the Board Member considers this to be in the best interest of the relevant DB Group Entity; and
 - c. has the responsibility to weigh the merits of the DB Group Entity's interests and the Bank's interests in the decision-making process;
- ii. Board Members must ensure that business decisions are unaffected by Conflicts of Interest and must therefore:
- a. proactively identify Conflicts of Interest resulting from their Board position (whether as a member of the management or the supervisory function) and disclose such Conflicts of Interest as required by the applicable terms of reference and Rules; and
 - b. refrain from any action that might be detrimental to the DB Group Entity for which they are a Board Member. Material Conflicts of Interest, individually and collectively, should be adequately documented, communicated to, discussed and duly managed by the relevant Board;
- iii. In general, a Board Member must not be involved in any kind of business which is in competition with the DB Group Entity in which the Board membership is held without prior approval by the shareholders of the relevant DB Group Entity or the Board, as applicable under the relevant Rules;
- iv. A Board Member cannot represent the DB Group Entity in dealings with himself or herself, or with a third party represented by himself or herself, unless the relevant Rules permits such representation on the basis of consent (for example, by way of shareholders', supervisory or unitary management board resolution) and such consent is granted.

5. Glossary

Term	Definition
Audit	the Bank's group audit department;
Bank	Deutsche Bank AG, its domestic and foreign branches, its representative offices and DB Group Entities;
Benchmark	a "Benchmark" is defined under the Benchmark Policy as any index which is used for reference for purposes that include one or more of the following: <ul style="list-style-type: none">— determining the interest payable, or other sums due, under loan agreements or under other financial contracts or instruments;— determining the price at which a financial instrument may be bought or sold or traded or redeemed, or the value of a financial instrument; and/or— measuring the performance of a financial instrument or an investment fund.¹
Board	the governance body or bodies with responsibility for a DB Group Entity;
Board Member	a member of a Board;
Business Divisions	all front office divisions within the Bank: Corporate Bank; Investment Bank; Private Bank; and Capital Release Unit
Client	any of the following:

¹ Use of an index in measuring the performance of an investment fund includes using an index for the purpose of tracking the return of an index or combination of indices, defining the asset allocation of a portfolio or of computing the performance fees.

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Term	Definition
	<ul style="list-style-type: none"> a) an existing client of the Bank; b) a potential client of the Bank (where the Bank is seeking to enter into a relationship with the potential client in respect of services or transactions); or c) a past client where fiduciary or other duties remain in place;
Close Personal Relationship	<p>any of the following:</p> <ul style="list-style-type: none"> a) a romantic relationship of an Employee; b) a personal business, commercial or financial relationship of an Employee; or c) a cohabitee of an Employee
COI Framework	the Bank's Conflicts of Interest framework for the oversight and governance of Conflicts of Interest as set out in the Conflicts of Interest: Minimum Standards Framework Procedure – DB Group ;
Compliance	the Bank's compliance department;
Compliance Control Room	the Compliance function at the Bank which is made up of regional control rooms to form part of a global network providing control room coverage for the Bank;
Conflict of Interest	a situation where one or more persons or entities have competing interests and the serving of one interest may involve detriment to another.
Conflicts Office	the Bank's Business Selection and Conflicts Office;
Conflicts of Interest Taxonomy	a summary description, set out in the COI Framework, of circumstances across the Bank which constitute or give rise to Conflicts of Interest including those which entail a material risk of damage to one or more Clients;
Conflicts of Interest Risk Type	the risk types set out in the Bank's risk type taxonomy for which Compliance is ascribed as the 2nd Line of Defence risk type controller (more fully described in the COI Framework);
Contingent Worker	individuals who are working for the Bank, but are not directly employed by the Bank (including officers, consultants, contractors, Tied Agents and agency workers);
DB Group Entity	any legal entity in which Deutsche Bank AG, directly or indirectly, holds more than 50 per cent of the equity or voting capital share (or equivalent);
Employee	Any individual with an employment contract directly with the Bank.
Employee Trading	personal trading activities of Employees;
Episodic Conflict	a Conflict of Interest that arises as a result of an event or change in circumstance, either during the execution of a transaction or after the closing of a transaction, in particular where the Bank has ongoing roles and responsibilities in connection with or related to the transaction or retains an economic interest in the transaction;
Family Member	in relation to an Employee, a spouse, civil partner, domestic partner, children or step-children, parent or parent-in-law, sibling or sibling-in-law, grandparent, aunt, uncle, nephew, and niece;
Human Resources	the Bank's human resources department;
Inducement	paying or receiving any fee, commission monetary or non-monetary benefit, or the receipt of Performance-based Commissions in relation to the provision of investment service and/or ancillary service to a Client;
Information Barriers	the physical and electronic barriers which help control the flow of information within the Bank;
Infrastructure Functions	the following infrastructure functions within the Bank: the Chief Operating Office; Chief Financial Office; Group Audit; Human Resources; Legal; Regulation, Compliance and Anti-Financial Crime; Research; and Risk;

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Term	Definition
Legal	the Bank's legal department;
Management Board	the management board of Deutsche Bank AG;
MiFID Business	the provision of the Investment and Ancillary Services detailed in Section A and B of Annex I of MiFID II (EU Markets in Financial Instruments Directive 2014/65/EU), where MiFID II applies, or, where the domestic laws of the United Kingdom and the rules of the UK regulatory authorities apply, in Part 3 and 3A of Schedule 2 to the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 or any successor provision of UK domestic law;
Outside Business Interest	any interests or activities undertaken by Employees outside their role at the Bank which are disclosable to the Bank under the Bank's policies and procedures including without limitation, external business interest, directorships, external employment and political office appointments;
Performance-based Commission	any variable monetary and/or non-monetary benefit provided to the Bank which is linked to the Bank's performance in relation to a particular matter or activity which may include commissions paid by reference to different variables including achievement of defined turnovers or sales targets. Such benefits qualify as performance-based even if they take effect in another assessment period.
Related Party	any person or entity who is considered a related party of the Bank under applicable corporate law of the entity's country of incorporation. Examples include a parent, subsidiary or fellow subsidiaries;
Research	the Bank's research department;
Risk	the Bank's risk department;
Rules	any laws, regulations, rules, supervisory expectations, codes of conduct/ethics, and standards of good or best practice relating to Conflicts of Interest applicable to the Bank;
Senior Management	those Employees who are responsible for, or have significant influence over, the direction and day-to-day management of Deutsche Bank AG (including all management positions in the two levels below the Management Board) and/or a DB Group Entity;
Supervisory Board	the supervisory board of Deutsche Bank AG;
Third Party Representative	any of the following: <ul style="list-style-type: none"> a) an appointed representative (or where applicable, Tied Agent) of the Bank who is involved in the Bank's provision of services to a Client; b) an employee of an appointed representative (or where applicable, Tied Agent) of the Bank as well as any other natural person whose services are placed at the disposal and under the control of the Bank or a Tied Agent of the Bank and who is involved in the provision of services by the Bank to a Client; or c) natural person who is involved in the provision of services to the Bank or its appointed representative (or where applicable Tied Agent) under an outsourcing arrangement;
Tied Agent	a legal or natural person who acts on behalf of the Bank under its full and unconditional responsibility, promotes investment services and/or ancillary services to clients or prospective clients, receives and transmits instructions or orders from the client in respect of investment services or financial instruments, places financial instruments and/or provides advice to clients or prospective clients in respect of those financial instruments or investment services;
Unit(s)	all Business Divisions and Infrastructure Functions;
Vendors	vendors, suppliers or service providers, consultants and advisors to the Bank.

6. List of Annexes

Annex 1: Conflicts of Interest relationships, scenarios and specific examples

Annex 2: Description of the organisational arrangements relating to Conflicts of Interest

Annex 3: Description of policies, procedures, systems and controls relating to Conflicts of Interest

Annex 1: Conflicts of Interest relationships, scenarios and specific examples

1. Relationships giving rise to Conflicts of Interest (non-exhaustive)

Conflicts of Interest under this policy arise in a variety of relationships which are often closely related and may overlap. This includes Conflicts of Interest that arise between:

- i. a Client and the Bank, an Employee or a Third Party Representative;
- ii. two or more Clients in the context of the provision of services by the Bank to those Clients;
- iii. the Bank and an Employee, Vendor, Third Party Representative or material shareholder;
- iv. two or more Units, Employees or DB Group Entities; or
- v. Deutsche Bank AG and DB Group Entities.

2. Conflicts of Interest scenarios (non-exhaustive)

A non-exhaustive list of common Conflicts of Interest scenarios is set out below.

2.1. Client-related conflicts

Conflicts of Interest relating to Clients can be broadly described as scenarios where the Bank, an Employee or a Third Party Representative:

- i. is likely to make an inappropriate financial gain or avoid financial loss at the expense of a Client;
- ii. has an interest in the outcome of a service provided to a Client or of a transaction carried out on behalf of a Client which is different from the Client's interest in that outcome;
- iii. has a financial or other incentive to favour the interest of a Client or group of Clients over the interests of another Client;
- iv. carries on the same business as a Client;
- v. receives or will receive from a person (other than the Client) an inducement in relation to a service provided to the Client, in the form of monies, goods or services, other than a standard commission or fee for that service; or
- vi. has a financial or other incentive to favour the sale of a particular product or service to a Client which is not in the best interest of the Client.

2.2. Bank-related conflicts

Conflicts of Interest relating to the Bank can be broadly described as scenarios where:

- i. an Employee's interest in the outcome of a particular activity or endeavour differs from the Bank's interest;
- ii. an Employee (or, where applicable, a Family Member or Close Personal Relationship) receives a financial or other significant benefit as a result of the Employee's position at the Bank that is inappropriate in nature;
- iii. an Employee has the opportunity to influence the Bank granting business or making administrative and other material decisions in a manner that leads to personal gain or advantage for the Employee or a Family Member or Close Personal Relationship;
- iv. an Employee's existing financial or other interest or previous engagement in an endeavour or activity or relationship with another person, impairs or could impair their judgment or objectivity in carrying out their duties and responsibilities to the Bank;

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- v. an Employee favours interest of one Unit of the Bank over another Unit of the Bank which is inconsistent with the best interest of the Bank including in connection with the selection of Vendors; or
- vi. a Conflict of Interest arises in connection with a transaction or arrangement entered into between the Bank and a material shareholder or between DB Group Entities due to the close relationship between the parties.

3. Specific examples of Conflicts of Interest (non-exhaustive)

The below is a sample, drawn from the Bank's Conflicts of Interest Taxonomy, of specific examples of transactions and activities at the Bank that may give rise to Conflicts of Interest which require appropriate management, mitigation or prevention:

Allocations	A Conflict of Interest may arise between the Bank and a Client if the Bank is involved in allocating a product, service, loans or securities (e.g. loan offering or syndication, investments, trades, IPOs, etc.) because the Bank may be incentivised to allocate or price the transaction in a manner which favours itself or certain investor Clients (in return for example, for promises of reciprocal business), which may result in detriment to the Bank's issuer/seller/borrower Client or other investor Clients.
Benchmarks	A Conflict of Interest may arise between the Bank, Employees, Clients and other market users where (i) an Employee is managing a risk position held by the Bank the value or price of which is determined by a Benchmark (such as LIBOR, WM/Reuters) or a reference price fixing (such as a futures contract settlement/close), and therefore has a financial interest in the level of the Benchmark or fixing rate, because this may lead to the Employee, alone or in collusion with others, to attempt to manipulate the market or influence contributions of submitters for their own or the Bank's benefit and to the detriment of a Client; or (ii) a Unit of the Bank manages Benchmark risk and also acts as a calculation agent or submitter for the Benchmark.
Churning	A Conflict of Interest arises between the Bank (acting as a Portfolio Manager / Asset Manager with discretion over a Client's account), an Employee and a Client if, instead of fulfilling the Client's investment goals, the Employee engages to the detriment of the Client in "churning" by excessive buying and selling of securities in the Client's account, principally to generate commissions for the benefit of the Bank and the Employee.
Cross-Selling Products	A Conflict of Interest arises between the Bank, an Employee and a Client if the Employee engages to the detriment of a Client in cross selling activities or providing multiple service/products to the Client which are not in the best interest of the Client principally to generate higher fees or revenue on behalf of the Bank.
Misuse of Client confidential or non-public information including Inside Information	A Conflict of Interest may arise between the Bank, an Employee and a Client if the Bank and/or an Employee is in possession of confidential information or inside information relating to a Client, and the Bank, the Employee and/or another Client of the Bank has an interest in the use of that information that is divergent from, and may be detrimental to, the interests of any other Client or other party to whom the Bank owes an obligation.
Family / Close Personal Relationship	A Conflict of Interest may arise between the Bank, an Employee, a Client or a Vendor if an Employee deals with individuals who are Family Members or Close Personal Relationships in the course of conducting business for, or on behalf of, the Bank because the dealings may compromise or otherwise call into question the Employee's judgement, ability to act objectively or properly discharge their duties and responsibilities owed to the Bank and/or Clients, or otherwise give rise to the risk of reputational damage to the Bank, including the risk of, or appearance of, impropriety how business is awarded to or by the Bank or the Bank having obtained an improper advantage or treatment.

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Inducements	A conflict of interest may arise between the Bank, an Employee, a Client and/or a third party if the Bank and/or Employees give or receive fees, commissions or other monetary and non-monetary benefits that may inappropriately influence the behaviour of the Bank, Employees, the Client and/or the Client’s employees in a way that creates a disadvantage for the Bank or its Client.
Opposing side pitches & transactions	A Conflict of Interest arises between the Bank and Clients if the Bank is pitching to, or acts for, opposing sides of the same transaction/situation.
Research Independence	A Conflict of Interest arises between the Bank, an Employee, Clients and other market users if the content of a Research report or other public statement does not represent the Research analyst’s genuinely held beliefs because they are influenced by the interest of a particular business division of the Bank, the Bank as a whole, a Client, another third party or the Employee concerned.
Restricted List	a list of issuers involved in pending transactions that have been publicly announced where the Bank has a role and about which the Bank may have, or appear to have, non-public price sensitive information
Use of in-house products	A Conflict of Interest may arise between the Bank, an Employee and a Client if the Employee recommends or advises the Client to purchase products or services developed by the Bank (‘In-house products’), including recommending these ahead of products or services developed by third parties, because the impartiality of the Bank’s advice or recommendation may be impaired by the desire on the part of the Employee to generate higher revenues for the Bank.
Window dressing (fund related)	A Conflict of Interest arises between the Bank, Employees, Clients and other market participants if the Bank is buying and selling securities on a portfolio immediately at or near the end of the reporting period to create a false appearance at the end of the reporting period, (for example to make the portfolio look more profitable or otherwise healthier than it has been), creating a false and misleading impression to the detriment of Clients or other market participants.

Annex 2: Description of organisational arrangements relating to Conflicts of Interest

1. Internal Governance Arrangements

1.1. Board Governance

The respective terms of reference for the Management Board and the Supervisory Board set out the obligations of these bodies relating to the management of Conflicts of Interest. The Supervisory Board is responsible for decisions with respect to Conflicts of Interest of Supervisory Board members in accordance with applicable law. In addition, minimum governance requirements for the Bank's legal entity boards are set forth in the Board Governance Policy.

1.2. Segregation of Functions and Duties

The Bank structurally segregates its Business Divisions and Infrastructure Functions to allow for their independence. This segregation is reflected in the composition of the Management Board, its terms of reference and the Management Board's Business Allocation Plan. Under the Risk Management Principles, the Bank also operates an internal control environment underpinned by a "Three Lines of Defence" framework that requires the independence of control functions, including Compliance, Risk, and Audit.

Additionally, Business Divisions implement policies and procedures and systems and controls so that one person or Unit does not execute all phases of a transaction, including applying a "four eyes" principle to avoid or mitigate the risk of asset or information loss.

1.3. Committee Governance

Each committee of the Bank is required by the Bank's Committee Governance Policy to have terms of reference in place. These terms must include the requirement for members of committees to consider potential Conflicts of Interest when determining the composition of the committee, taking into account the tasks and responsibilities of that committee. Further, the terms of reference must require committee members to disclose potential Conflicts of Interest on an ongoing basis to the chairperson and for the chairperson to take appropriate action to resolve such Conflicts of Interest.

2. Conflicts of Interest Group-wide Minimum Standards Framework

The COI Framework for the oversight and governance of Conflicts of Interest consists of the four elements set out below.

2.1. Bank Conflicts of Interest Register

The Bank maintains a register that records the types of Conflicts of Interest that have arisen or may arise in the course of the Bank's regulated services and activities or otherwise by virtue of the Bank's structural or business practices. Where applicable, such Conflicts of Interest are cross-referenced against the relevant MiFID Business.

2.2. Business Selection and Conflicts Office

The Conflicts Office is a global function that is independent of the Bank's Business Divisions and has four primary responsibilities under the COI Framework:

- i. oversight of the operation of the Bank's transactional conflict clearing and business selection process, as well as other means of transactional conflict resolution;
- ii. assisting in the management and resolution of Episodic Conflicts that may arise outside of the conflict clearing process;

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- iii. general oversight of, and annual reporting to the Management Board on, Conflicts of Interest oversight and governance activities conducted by Units; and
- iv. the creation and maintenance, in conjunction with Compliance, of the Conflicts of Interest Taxonomy.

2.3. Units Conflicts Oversight and Governance

The COI Framework sets out minimum standards for Conflicts of Interest oversight and governance in each Unit, including:

- i. the operation of an oversight body;
- ii. regular reporting to the Unit's executive committee;
- iii. maintenance of a Conflicts of Interest register, mitigation procedures and controls, and clearly defined escalation processes;
- iv. conduct of regular risk assessments;
- v. provision of training to Employees of the Unit;
- vi. the establishment of appropriate organisational and supervisory arrangements; and, where applicable,
- vii. management of disclosure of Conflicts of Interest to Clients.

In addition, Business Divisions are required to undertake product reviews, new product and transactional approvals and assessments of suitability and appropriateness as applicable, all of which are targeted at identifying, escalating and managing Conflicts of Interest.

2.4. Compliance

Compliance, as a 2nd Line of Defense function, is the "Risk Type Controller" for the Conflicts of Interest Risk Type. In this capacity, Compliance is responsible for the development of related policies, the testing of controls implemented by Business Divisions and the regular risk assessment of Conflicts of Interest Risk Type management by the Bank.

Compliance is also responsible for certain aspects of the Bank's overall conflicts management, including processes relating to Employee Trading and Outside Business Interests, as well as those operated by the Compliance Control Room.

Annex 3: Description of policies, procedures, systems and controls relating to Conflicts of Interest

The Bank employs a number of systems, controls, policies and procedures to manage Conflicts of Interest, including those summarised below.

1. General Policies, Procedures, Systems and Controls

1.1. Information Barriers and the Control Room

In accordance with the Information Barriers Policy, the Bank maintains Information Barriers that are designed to restrict information flows between different areas of the Bank. These restrictions enable the Bank and Employees to carry out business on behalf of Clients without being influenced by other information held within the Bank which may give rise to a Conflict of Interest. For the avoidance of doubt, and consistent with the Bank's need-to-know principle, where an Employee is required by any other policy or procedure of the Bank to share information with other Employees (including Employees in different group entities or different business lines), the Employee is required to do so in accordance with such policy or procedure provided that such sharing of information does not breach this Conflicts of Interest Policy or any related policies and procedures.

The Bank's Compliance Control Room helps maintain the integrity of these Information Barriers by identifying non-public information through a watch list, monitoring the flow of this information within the Bank and, where necessary, restricting activities based on this information through the Bank's Restricted List. These measures enable the Bank to identify and manage potential Conflicts of Interest arising from sales, trading and Research activities in the period before, during and after investment banking transactions.

1.2. Disclosure and Client Consent

In certain circumstances, the Bank may determine that its arrangements to prevent or manage Conflicts of Interest may not be sufficient to protect a Client's interest from material damage and the Client must be made aware of this. Alternatively, the Bank may decide in particular circumstances that a Client should be made aware of the potential for a Conflict of Interest and the arrangements that will be put place to manage the conflict. Where permissible under Rules and appropriate, disclosure to an affected Client may be made to inform the Client of the arrangements and/or to specifically seek Client consent to act.

Where the Bank is conducting MiFID Business, disclosure of a Conflict of Interest to a Client as the sole means of managing the Conflict of Interest is not permitted except as a measure of last resort. Such disclosure:

- i. must be made prior to the provision of the relevant MiFID Business in a durable medium and in sufficient detail to enable the Client to make an informed decision as to whether to accept the provision of the relevant service;
- ii. must state that it is being provided to the Client because the Bank's organisational and administrative arrangements established to prevent or manage that Conflict of Interest are not sufficient to ensure, with reasonable confidence, that the risk of damage to the interests of the Client will be prevented;
- iii. should take into consideration the nature of the Client and include a specific description of the Conflict of Interest that has arisen in connection with the proposed service; and
- iv. must include an explanation as to the general nature and source of the Conflict of Interest, the risks to the Client that arise as a result of the Conflict of Interest and a description of the steps undertaken to mitigate these risks.

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1.3. Escalation

The Bank operates internal escalation processes for Conflicts of Interest, with each Unit having the responsibility of defining and documenting their respective processes under the COI Framework. The escalation processes are required to enable the Conflict of Interest to be escalated on a timely basis and considered at an appropriate level of seniority and by the correct stakeholders to arrive at the most appropriate resolution.

1.4. Whistleblowing

The Bank provides appropriate channels through the [Raising Concerns \(including Whistleblowing\) Policy](#) for the reporting/whistleblowing of Conflicts of Interest within the Bank where an Employee considers this to be the appropriate channel to draw the matter to the attention of the Bank.

2. Policies, Procedures, Systems and Controls relating to specific activities

2.1. Client Order Handling

A Conflict of Interest may arise where an Employee receives, transmits, executes or otherwise handles a Client order. The Bank has policies in place to manage such Conflicts of Interest and thereby protect Client's interests, requiring Employees to act honestly, fairly and professionally in accordance with the best interests of a Client and prohibiting improper conduct by the Bank's traders, such as front-running Client orders.

2.2. Benchmarks

A Conflict of Interest may arise where the Bank and its Employees engage in Benchmark activities. In accordance with the [Benchmark Policy](#), the Bank maintains procedures to be followed in order to manage these Conflicts of Interest, including inter alia:

- i. requirements relating to the remuneration of Employees involved in Benchmark submission;
- ii. procedures and training to prevent or control information flows involving Employees engaged in Benchmark activities; and
- iii. a specific escalation and resolution mechanism where material Conflicts of Interest are identified.

2.3. Research Independence

A Conflict of Interest may arise where the content of Research reports or other public statements by a Research analyst do not represent the analyst's genuinely held beliefs because they have been influenced by the interests of a particular Business Division of the Bank. In order to manage such Conflicts of Interest, the [Research Policies and Procedures Manual - Global](#) is designed to promote and safeguard the integrity and independence of Research. No one may place inappropriate pressure on a Research analyst with respect to the content or timing of a Research report or a public statement made by that analyst. The supervisory structure, reporting lines and compensation criteria for Research and Research analysts are designed to maintain the independence of Research from other areas of the Bank.

2.4. Underwriting and Placing

A Conflict of Interest may arise between an issuer Client, investor Clients and the Bank in the context of the Bank's underwriting and placing activities. The Bank has in place policies, procedures and arrangements so that the syndication process, including book-building, allocations and pricing, is conducted in accordance with the issuer Clients' interests. The Bank is prohibited from putting its own interest, or the interest of an investor Client, ahead of the issuer Client, or inappropriately favouring one investor Client over another.

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2.5. Inducements

A Conflict of Interest may arise where the payment or receipt of an Inducement would create an incentive for the Bank to act in a way other than in the best interests of its Client. The Bank has established policies, procedures and controls with regard to the payment and receipt of Inducements in order to assess their appropriateness and manage any Conflict of Interest that may arise.

2.6. Remuneration Practices

A Conflict of Interest may arise where the Bank's remuneration practice could incentivise an Employee to act contrary to their responsibilities, regulatory requirements or the Bank's Code of Conduct. Under the [Compensation and Benefits Policy - Deutsche Bank Group](#), the Bank has a compensation framework in place to align compensation practices to avoid such an incentive.

The Bank has also implemented a supplementary [Compensation Policy for Investment, Banking and Credit Services](#) which specifically addresses remuneration in connection with MiFID Business. The purpose of this policy is to avoid Client interests being adversely affected by the Bank's incentive and remuneration practices.

2.7. Outside Business Interests

A Conflict of Interest may arise between an Employee's Outside Business Interests and the interests of the Bank and its Clients. The [Outside Business Interests Policy - Deutsche Bank Group](#) imposes disclosure and approval requirements, enabling the identification, management and, where necessary, prohibition of Outside Business Interests that may give rise to Conflicts of Interest. An electronic register of Outside Business Interests is maintained by the Bank, reviewed periodically and utilised for conflicts management purposes.

2.8. Employee Trading

A Conflict of Interest may arise between an Employee and the Bank or its Clients by virtue of Employee Trading. The [Personal Account Dealing Policy - Deutsche Bank Group](#) requires disclosure and approval for personal trading accounts and pre-clearance for specific trading activity. The approval or rejection of an Employee Trading request is based on consideration of the Bank's group-wide activities and engagement with its Clients in order to identify and thereby manage or avoid any Conflicts of Interest.

2.9. Gifts and Entertainment

A Conflict of Interest may arise where an Employee receives or offers a gift or entertainment that constitutes an inappropriate incentive for an Employee, Third Party Representative, Client or Vendor to act in a certain way. The [Gifts, Entertainment and Business Events Policy - Deutsche Bank Group – Deutsche Bank Group](#) does not permit the offering or acceptance of gifts or entertainment by an Employee unless it is reasonable, proportionate and for a legitimate business purpose. Where applicable, Employees must obtain pre-approval for gifts and entertainment and approval will depend, among other criteria, on whether it may give rise to a Conflict of Interest.

2.10. Vendors and Third Party Representatives

A Conflict of Interest may arise in the Bank's interaction with Vendors and Third Party Representatives where, for example, an Employee involved in the procurement or hiring process has a close relationship with a particular Vendor or Third Party Representative. The Bank has a [Procurement Policy - Deutsche Bank Group](#) - and operates multiple systems, controls, policies and procedures to manage these interactions, including due diligence requirements, contractual arrangements and an obligation on Employees to disclose matters that might give rise to a Conflict of Interest. In addition, where a Vendor is also an actual or potential Client of the Bank, the Bank seeks to manage these relationships independently and on an arm's length basis under rules of

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engagement established between the Bank, Vendors and Clients in order to manage any Conflicts of Interest.