



Terms of Reference of the

Regional Reputational Risk Committee Americas ("Committee") Deutsche Bank AG (As of March 31, 2015)

1. Scope and responsibilities

1.1 Mission

The Committee was first established on January 1, 2010 by the Americas Regional Governance Board and is now being restated by the Group Reputational Risk Committee ("Delegating Person").

Its mandate is to ensure the oversight, governance and coordination of the Reputational Risk management in the Americas Region of Deutsche Bank Group on behalf of the Management Board and to provide for an appropriate look-back and a lessons learnt process.

The authority being delegated herewith to the Committee had been originally delegated directly to the Delegating Person by the Management Board of Deutsche Bank AG. Please refer to Annex 1 for a full delegation chain.

The Chairman is empowered by the Delegating Person to set up the structure of the Committee, incl. membership, taking into account its aim and its tasks as set forth herein.

The Committee and its Members shall exercise the Committee's mandate in due consideration of Deutsche Bank's Values & Beliefs, which define the type of institution Deutsche Bank aspires to be.

1.2 Tasks and responsibilities

The Committee is tasked by the Delegating Person with:

¹ The term „Unit“ collectively refers to Business Divisions, Infrastructure Functions and Regional Management at all levels.

² Sponsorship leads to ownership.

³ Typically the Unit Committee / senior person responsible for Reputational Risks must report

(i) Decision-making and policy-related authorities: