

Declaration of Compliance
with the German Corporate Governance Code, pursuant to section 161
of the German Public Limited Companies Act (Aktiengesetz – “AktG”)

The shares of Deutsche Pfandbriefbank AG ("pbb") have been listed on the Frankfurt Stock Exchange since 16 July 2015. Since then, pbb has been subject to the reporting obligation pursuant to section 161 of the AktG. All declarations of conformity are available on the Company's website at: www.pfandbriefbank.com/en/investors/mandatory-publications.html published.

In accordance with section 161 (1) sentence 1 of the AktG, the Management Board and Supervisory Board of pbb must declare at least once a year that the recommendations of the Government Commission on the “German Corporate Governance Code” (“GCGC”) have been and are being complied with, or which recommendations have not been or are not being applied and why not (“comply or explain”).

The last Declaration of Conformity issued by the Management Board and Supervisory Board was dated 23 February 2024, and was based on the version of the German Corporate Governance Code presented by the “Government Commission on the German Corporate Governance Code” on 28 April 2022 and published in the Federal Gazette on 27 June 2022. In this respect, the Management Board and Supervisory Board of pbb declare that since the last Declaration of Conformity was issued, all recommendations of the Government Commission on the “German Corporate Governance Code” in the valid version of 28 April 2022 have been complied with, and continue to be complied with, with the following exceptions:

Recommendation B.3	In deviation from the three-year term of office stipulated for initial appointments in accordance with Section 11 (3) sentence 1 of the Supervisory Board's rules of procedure and recommendation B.3 of the GCGC, the Supervisory Board decided to appoint Mr Kay Wolf as a member of the Management Board for a period of five years from 1 February 2024 on the recommendation of the Executive and Nomination Committee. Both the Executive and Nomination Committee and the Supervisory Board focused on the stable and long-term development of the company - particularly in light of the challenging property market development. After weighing up the corresponding opportunities and risks and on the basis of Kay Wolf's qualifications and experience, the Supervisory Board therefore decided in favour of an (initial) appointment with a term of five years. The same considerations apply to Andreas Schenk's successor, Mr Jörn Joseph, who was appointed as the new CRO with effect from 1 June 2025. Here, too, an initial appointment with a term of five years was agreed.
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Recommendation D.4 According to section D.4, the Supervisory Board shall form a Nomination Committee composed exclusively of shareholder representatives, which nominates suitable candidates to the Supervisory Board for its proposals to the Annual General Meeting for the election of Supervisory Board members. pbb has established an Executive and Nomination Committee (PNA), which - in addition to proposing Supervisory Board members to the Annual General Meeting for election - also fulfils the other tasks of a nomination committee in accordance with section 25d (11) of the KWG. These include conducting an annual review of the composition and efficiency of the Management Board and Supervisory Board, developing an objective to promote the underrepresented gender on the Supervisory Board and Management Board, including a strategy for implementation, identifying candidates to fill a position on the Management Board and advising the Management Board on fundamental issues relating to the strategic development of the company. The committee thus fulfils numerous tasks that go beyond the preparation of election proposals for shareholder representatives on the Supervisory Board and for which, in the interests of both good corporate governance and the inclusion of different ideas, interests and viewpoints, it also appears appropriate not to appoint shareholder representatives alone to this important committee. For these reasons, the Supervisory Board decided at its meeting on 8 May 2024 to also appoint an employee representative to the PNA and elected Georg Kordick as an employee representative to the PNA with effect from 8 August 2024. There has therefore been a deviation from recommendation D.4 since 8 August 2024. In order to nevertheless take this recommendation into account, Section 2 (1c) of the rules of procedure for the PNA has stipulated since 21 February 2025 that the Supervisory Board's election proposals to the Annual General Meeting are only to be prepared by the shareholder representatives on the PNA.

Recommendation G.10 With regard to the provision of section G.10 of the GCGC, according to which a member of the Management Board should only be able to dispose of long-term variable remuneration amounts granted after four years, pbb declares a deviation. Parts of the deferred variable remuneration may be paid out before the end of this period. However, pbb would like to point out the following in this regard:

The multi-year nature and sustainability of the variable remuneration intended by the GCGC is achieved by measuring and paying out performance in accordance with the mandatory requirements of the German Regulation on Remuneration in Financial Institutions (Institutsvergütungsverordnung – “InstVergV”), which ultimately goes far beyond the recommendations of the GCGC in terms of the long-term orientation of the remuneration.

On the one hand, the target achievement relevant for the variable remuneration of the members of the Management Board at the level of the institution depends on the success of the institution in three consecutive financial years.

Secondly, the payment structure provides for the variable remuneration to be divided into a payment portion and a deferral portion. The

disbursement portion amounts to 40% of the variable remuneration, the deferral portion to 60%.

50% of the payout shares are granted in cash when the payout conditions are met. The remaining 50% is paid out after a holding period of one year, whereby this amount is adjusted in line with the development of pbb's share price (sustainability component).

The deferral period for the deferral portion is five years in total. In the five years following the determination of the variable remuneration, the Supervisory Board decides annually on the granting of one-fifth of the deferral component (ex-post risk adjustment) as part of a retrospective review of the variable remuneration. There is no entitlement to the remuneration components concerned until the end of the respective deferral period. If the deferred remuneration components become an entitlement, half of the respective deferral portion is paid out in cash. The other half is retained for a further year and is in turn adjusted in line with the development of pbb's share price (sustainability component).

With effect from 1 January 2018, the conditions for a clawback option for variable remuneration already paid out were also contractually agreed with the members of the Executive Board.

In addition, the recommendation in section G.10 of the GCGC stipulates that the variable remuneration amounts granted to a Management Board member should be predominantly invested in shares of the company or granted on a share-based basis. Insofar as this provision no longer applies to the long-term variable remuneration amounts, pbb declares a deviation, as only half of the variable remuneration is not predominantly share-based.

Munich, 21 February 2025

The Management Board

The Supervisory Board