

# 3

## Corporate Governance Statement

---

Corporate Bodies .....	213	Share Plans .....	227
Overview of the Governance Bodies of DWS.....	213	Related Party Transactions.....	227
Managing Directors of the General Partner (Executive Board) .....	215	Audit Committee Financial Expert .....	227
Supervisory Board of DWS .....	218	Values and Leadership Principles of DWS Group .....	228
Standing Committees of the Supervisory Board.....	223	Principle Accountant Fees and Services .....	228
Audit and Risk Committee .....	223	Compliance with the German Corporate Governance Code.....	228
Nomination Committee .....	224	Statement on the Suggestions of the German Corporate Governance Code .....	231
Remuneration Committee .....	225	Targets for the Proportion of Women in Management Positions/ Gender Quota .....	231
Joint Committee of DWS .....	226		
ESG Advisory Board.....	227		

---

# Corporate Governance Statement

All information presented in this Corporate Governance Statement pursuant to Sections 289f, 315d of the German Commercial Code is shown as of March 2, 2021.

## Corporate Bodies

### Overview of the Corporate Bodies of DWS

#### [GRI 102-18]

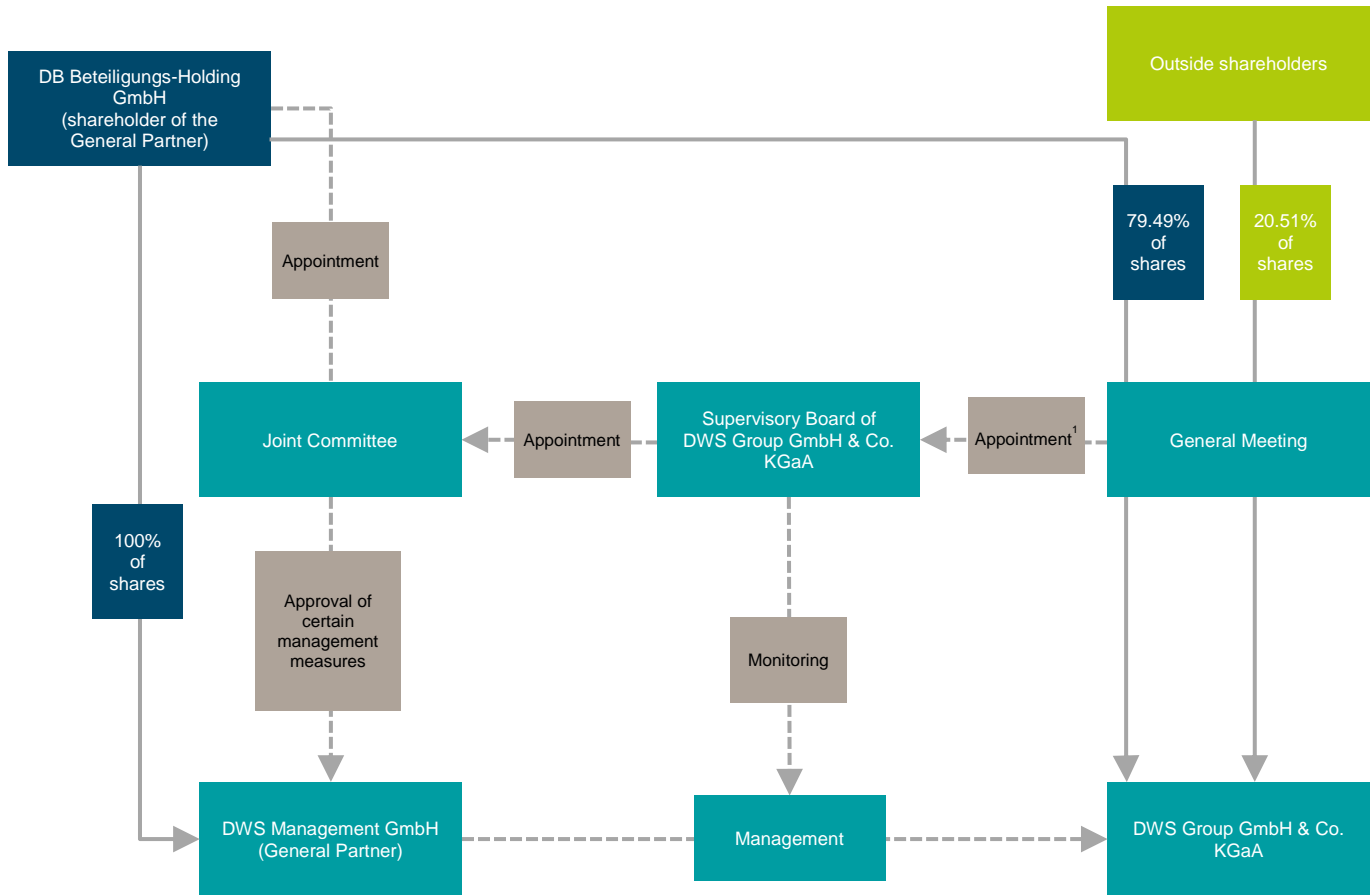
DWS KGaA is a partnership limited by shares (Kommanditgesellschaft auf Aktien – KGaA) with a German-law limited liability company (Gesellschaft mit beschränkter Haftung – GmbH) as its general partner. The company is governed by its Articles of Association and the general provisions of German corporate law, particularly the German Stock Corporation Act (AktG) and the German Commercial Code (HGB).

A KGaA is a hybrid legal form under German corporate law, which has elements of both a limited partnership and a stock corporation (Aktiengesellschaft – AG). Like a stock corporation, the share capital of a KGaA is held by its shareholders. Like a limited partnership, the KGaA is managed by a general partner which is subject to unlimited liability vis-à-vis third parties.

DWS KGaA's sole general partner, DWS Management GmbH (General Partner), is a wholly-owned subsidiary of DB Beteiligungs-Holding GmbH, which is 100% owned by Deutsche Bank AG.

DWS KGaA's corporate bodies are its General Partner, acting through its Managing Directors (Geschäftsführer) who collectively are referred to as the Executive Board of DWS KGaA, its Supervisory Board, and the General Meeting of DWS KGaA's shareholders. In addition, DWS KGaA has a Joint Committee that consists of members of the Supervisory Board as well as delegates appointed by the shareholders' meeting of the General Partner.

The Corporate Bodies of DWS are illustrated as follows:



<sup>1</sup> Right of outside shareholders to appoint supervisory board members does not extend to employee representatives.

## General Partner

The General Partner has the sole responsibility for the management of DWS KGaA, including all management measures. The General Partner is acting through its Managing Directors (Geschäftsführer), who collectively are referred to as the Executive Board of DWS KGaA. The Executive Board manages the day-to-day business and represents DWS KGaA vis-à-vis third parties. Any reference to Executive Board in this report refers to the collective Managing Directors of the General Partner.

The Managing Directors of the General Partner are appointed and dismissed by resolution of the shareholders' meeting of the General Partner, which also has the authority to appoint one of them as the chairman, i.e. the CEO.

Certain measures by the General Partner, acting through the Executive Board, require approval from the shareholders' meeting of the General Partner (e.g. the preparation of the annual financial plan of DWS Group, group reorganizations and related contracts, joint ventures, the acquisition and disposal of participations if the transaction value exceeds a certain threshold).

In addition, certain measures undertaken by the General Partner in the course of its management of DWS KGaA require the prior approval of the Joint Committee.

## Supervisory Board

The Supervisory Board advises and monitors the General Partner, acting through the Executive Board, in its management of the company. Except for the employee representatives, the members of the Supervisory Board are elected by the shareholders of DWS KGaA at the General Meeting. Shares held by the General Partner or its affiliated companies are not entitled to vote for the election or removal of the members of the Supervisory Board.

In general, the authority and scope for influence of the Supervisory Board of a KGaA is limited as compared to a Supervisory Board of a stock corporation. In particular, the Supervisory Board is not entitled to appoint and dismiss the Managing Directors of the general partner. Additionally, the Supervisory Board does not determine the remuneration for the Managing Directors of the general partner and the underlying remuneration system. Further, the Supervisory Board may not subject the management measures of the general partner to its consent, or issue rules of procedure for the general partner.

## Joint Committee

Besides the Supervisory Board and the General Partner (acting through the Executive Board), DWS KGaA has established a Joint Committee as an additional corporate body. The Joint Committee consists of two members delegated by the shareholders' meeting of the General Partner and two members delegated by the shareholders' representatives on the Supervisory Board. The shareholders' meeting of the General Partner appoints one of its delegates as the Chairman of the Joint Committee; the Chairman has a casting vote with regard to decisions taken by the Joint Committee.

The Joint Committee has approval rights with regard to certain measures undertaken by the General Partner (e.g. group reorganizations and related contracts; the acquisition and disposal of real estate or participations if the transaction value exceeds a certain threshold). The Joint Committee also possesses a right of proposal with respect to the ratification of acts of management of the General Partner and with respect to the determination of the variable compensation of the Managing Directors of the General Partner. Nonetheless, these matters are legally subject to decisions of the shareholders' meeting of the General Partner. Therefore, the proposals of the Joint Committee are not legally binding and the shareholders' meeting of the General Partner remains independent in its right to decide on these matters. The Joint Committee reports in text form to the General Meeting on its activities. The report for the reporting year can be found under 'Report of the Joint Committee'.

## General Meeting

The General Meeting is the resolution body of the shareholders of DWS KGaA. Shareholders can exercise their voting rights at the General Meeting themselves, by proxy via a representative of their choice, or by a company-nominated proxy acting on their instructions. Among other matters, the General Meeting approves the annual financial statements of the company. The internal procedure of the General Meeting of a KGaA corresponds to that of the general meeting of a stock corporation.

Certain material matters requiring a resolution of the General Meeting also require the consent of the General Partner (which does not have a voting right in the General Meeting as it does not hold shares in DWS KGaA), such as amendments to the Articles of Association, dissolution of the company, mergers, a change in the legal form of DWS KGaA, enterprise agreements (Unternehmensverträge, such as domination agreements or profit and loss transfer agreements) and other fundamental changes as well as the approval of the annual financial statements. The General Partner therefore has a de facto veto right on these matters.

The members of the Supervisory Board – with the exception of the employee representatives – are elected by the General Meeting.

## Managing Directors of the General Partner (Executive Board)

The General Partner fulfils its task of managing DWS KGaA through its Managing Directors (Geschäftsführer), who are collectively referred to as the Executive Board. The Managing Directors are appointed and dismissed by resolution of the shareholders' meeting of the General Partner. Pursuant to the Articles of Association of the General Partner, the General Partner shall have at least two Managing Directors. The General Partner shall be represented either jointly by two Managing Directors or by a Managing Director acting jointly with an authorized representative (Prokurist). The shareholders' meeting may, pursuant to the Articles of Association of the General Partner, vest Managing Directors with the authority to represent the General Partner solely. Furthermore, Managing Directors are exempted from the restrictions of entering into a legal transaction in the name of the principal with himself in his own name or as an agent of a third party pursuant to Section 181 2nd alternative German Civil Code (BGB).

The Managing Directors, i.e. the members of the Executive Board, manage the business activities of DWS Management GmbH and – with regard to the position of DWS Management GmbH as the General Partner of DWS KGaA – the business activities of DWS KGaA in accordance with the law, the respective Articles of Association, the Terms of Reference and, subject to statutory and regulatory restrictions, the instructions of the shareholders' meeting. The business activities are managed with the objective of creating sustainable value in the interests of the company, thus taking into account the needs and requirements of the shareholders, the employees, and the other groups affiliated with the company (stakeholders). The business allocation plan

(Geschäftsverteilungsplan) of the Executive Board assigns each member specific areas of functional responsibility. The Executive Board is nevertheless jointly responsible for managing the General Partner and DWS KGaA.

The Executive Board steers DWS KGaA and its subsidiaries based on uniform policies and generally controls the entities of DWS Group within the limits of applicable laws. The Executive Board is responsible for ensuring the proper business organisation of the DWS Group, which includes appropriate and efficient risk management as well as compliance with legal regulations and internal policies (Compliance), and takes the necessary measures to ensure that the adequate internal guidelines are developed and implemented. The full Executive Board resolves on appointments of first-level executives, in particular on the appointment of the global key function holders employed by DWS KGaA, and of Management Board members of its subsidiaries as well as their branch offices. In appointing employees to management functions in DWS Group, the Executive Board takes diversity into account. It strives, in particular, to achieve an appropriate representation of women and ensures that the employees in management functions have the knowledge and skills required for the proper performance of tasks and the necessary experience. Furthermore, in the context of succession management, the Executive Board has implemented a series of sophisticated leadership and board readiness assessments to identify and develop management talent for enhanced leadership responsibilities. The discipline applied to succession management in line with best practices has resulted in long-term succession plans.

The Executive Board works closely together with the Supervisory Board in a cooperative relationship of trust and for the benefit of the company. The Executive Board reports to the Supervisory Board at a minimum within the scope prescribed by law or administrative guidelines, in particular on all issues with relevance for DWS Group concerning strategy, the intended business policy, planning, business development, risk situation, risk management, staff and leadership team developments, reputation and compliance.

For the members of the Executive Board, the age limit is reached, in general, when a member reaches the retirement age according to the rules of the German statutory pension insurance scheme. The standard retirement age is regularly reached at the age of 67.

The following table shows the Managing Directors in 2020. The table includes their year of birth, the date on which they were appointed, the date of their departure or the year their appointment is scheduled to end as well as their position on the Executive Board.

Name	Year of birth	First appointment	Appointment until	Position
Dr Asoka Woehrmann	1965	October 2018	October 2021	Chief Executive Officer (CEO) and Head of CEO Division
Claire Peel	1974	March 2018	March 2024	Chief Financial Officer (CFO) and Head of CFO Division
Manfred Bauer	1969	July 2020	July 2024	Head of Product Division
Mark Cullen	1955	December 2018	December 2021	Chief Operating Officer (COO) and Head of COO Division
Dirk Goergen	1981	December 2018	December 2021	Head of Client Coverage Division
Stefan Kreuzkamp	1966	March 2018	March 2024	Chief Investment Officer (CIO) and Head of Investment Division
Pierre Cherki	1966	March 2018	June 2020	Co-Head, Investment Group
Robert Kendall	1974	March 2018	June 2020	Co-Head, Global Coverage Group
Nikolaus von Tippelskirch	1971	March 2018	June 2020	Chief Control Officer (CCO)

In the following, information is provided on the current members of the Executive Board. The information includes the current positions and area of responsibility according to the current Business Allocation Plan for the Executive Board. Also specified are the other board mandates or directorships within and outside of DWS Group as well as all memberships in legally prescribed supervisory boards or other comparable domestic or foreign supervisory bodies of commercial enterprises. The members of the Executive Board have generally undertaken not to assume chairmanships of supervisory boards of companies outside DWS Group.

## Current Members of the Executive Board

### [GRI 102-26; 102-32]

In the first half of 2020, DWS changed its organization and leadership team to become leaner with now six globally integrated divisions led by six Managing Directors. Pierre Cherki, Robert Kendall and Nikolaus von Tippelskirch stepped down as Managing Directors of the General Partner, effective at the end of June 9, 2020. Manfred Bauer joined as Managing Director of the General Partner and Head of the newly established Product Division, effective July 1, 2020.

The areas of responsibilities of the current Managing Directors are as follows:

**Dr Asoka Woehrmann** – Dr Woehrmann is the CEO and Chairman of the Executive Board. The Head of Audit, the Head of Human Resources, the Head of Communications, the Head of Group Strategy and the Regional Head for APAC report to Dr Woehrmann. Following the leadership changes in 2020, Dr Woehrmann also assumed the responsibilities for Brand & Marketing. Additionally, Dr Woehrmann is responsible for setting the overall DWS Group Sustainability and ESG Strategy and has the overall responsibility for DWS Group's positioning in relation to climate-related risks and opportunities. Nevertheless, the commitment to embed sustainability criteria in DWS Group's corporate DNA and put it at its core is shared across the Executive Board.

Dr Woehrmann chairs the Supervisory Boards of the DWS Group entities DWS Investment GmbH (since 2018) and DWS Grundbesitz GmbH (since July 9, 2020).

Dr Woehrmann does not have any external directorships subject to disclosure.

**Claire Peel** – Ms Peel is the Chief Financial Officer and Head of the CFO Division. Her responsibilities include Group Finance, Financial Accounting, Strategic Financial Planning, Tax, Capital and Liquidity Management and Investor Relations. Following the leadership changes in 2020, Ms Peel is now also responsible for Risk Management and the EMEA region. Further, the CFO is responsible for DWS Group's climate-related disclosures, including information according to the recommendations of the "Task Force on Climate-related Financial Disclosures" (TCFD).

Ms Peel serves as a member of the Supervisory Board of the DWS Group entity DWS Investment S.A.

Ms Peel does not have any external directorships subject to disclosure.

**Manfred Bauer** – Mr Bauer as the Head of the new Product Division is responsible the product value chain along its entire life-cycle, including product strategy and innovation, structuring and product management.

Mr Bauer is the speaker of the Management Board of DWS Investment GmbH and a member of the Management Board of DWS Beteiligungs GmbH. Further, Mr Bauer serves as a member of the Supervisory Board of DWS Alternatives GmbH and a member of the Supervisory Board of DWS Investment S.A.

Mr Bauer does not have any external directorships subject to disclosure.

**Mark Cullen** – Mr Cullen, the Chief Operating Officer and Head of the COO Division, is responsible for Information Technology, Operations and Corporate Services. In 2020, after the leadership changes, Legal, Compliance, Anti Financial Crime and Data Protection as well as the role as Regional Head of the Americas were added to his areas of responsibility.

Mr Cullen is a member of the Management Board of Harvest Fund Management Co. Limited, in which DWS KGaA holds an indirect 30% stake through its subsidiary DWS Investments Singapore Limited.

**Dirk Goergen** – Mr Goergen is the Head of the Global Client Coverage Group, responsible for Sales Management and Sales Strategy, now consolidating all global distribution teams and activities.

Mr Goergen is a member of the Management Board of DWS Investment GmbH and the Management Board of DWS Beteiligungs GmbH. In addition, he serves as the Chairman of the Supervisory Board of DWS Alternatives GmbH (since June 9, 2020).

Mr Goergen is also a member of the Board of Directors of Neo Strategic Holding Limited, Abu Dhabi, United Arab Emirates, in which DWS KGaA owns a 15% stake.

**Stefan Kreuzkamp** – Mr Kreuzkamp remains the Global Chief Investment Officer and heads the Investment Division. In this role he runs the Chief Investment Office oversees all portfolio management activities, including Active and Passive and, following the leadership changes in 2020, Alternatives strategies. Further, Mr Kreuzkamp is responsible for trading oversight.

Mr Kreuzkamp serves as a Management Board member of the DWS Group entities DWS Investment GmbH and DWS Beteiligungs GmbH. In addition, he is a member of the Supervisory Board of DWS Investment S.A.

Mr Kreuzkamp does not have any external directorships subject to disclosure.

## Former Members of the Executive Board

**Pierre Cherki** – as the Co-Head of the Investment Group, Mr Cherki was responsible for the Alternatives Business, including Real Estate and Infrastructure portfolio management activities. Mr Cherki also served in executive and management roles on several DWS Group entities. He was an executive member of the Board of Directors of DWS USA Corporation. Further, he was a manager of RREEF America LLC and RREEF Management LLC and a director at RREEF Fund Holding Co. Additionally, he chaired the Supervisory Boards of DWS Grundbesitz GmbH and DWS Alternatives GmbH. Outside of DWS Group, but within the Asset Management segment of Deutsche Bank Group, Mr Cherki served as non-executive member on the Board of Directors of Greenwood Properties Corp.

**Robert Kendall** – Mr Kendall, the former Co-Head of the Global Coverage Group, was responsible for sales management and sales oversight for the Americas. He was also the Regional Head of the Americas and the Chief Executive Officer of DWS USA Corporation. Mr Kendall did not have any external directorships subject to disclosure.

**Nikolaus von Tippelskirch** – In his role as Chief Control Officer Mr von Tippelskirch was responsible for Legal, Compliance, Anti-Financial Crime, Risk and Data Protection. He also served as a non-executive member of the Board of Directors of DWS USA Corporation and was the Chairman of the Supervisory Board of DWS Investment S. A. Mr von Tippelskirch did not have any external directorships subject to disclosure.

## Supervisory Board of DWS

[GRI 102-22; 102-23; 102-24; 102-26]

The Supervisory Board monitors and advises the General Partner in its task of managing DWS KGaA and its subsidiaries. Between meetings, the Chairman of the Supervisory Board, and, to the extent relating to the responsibilities of the respective Supervisory Board committees, the Chairpersons of the Supervisory Board committees, maintain contact with the General Partner on a regular basis as far as this is necessary for the proper performance of their supervisory duties. The Chairman of the Supervisory Board, and – within their respective functional responsibility – the chairpersons of the Supervisory Board committees, are informed without delay by the General Partner about important events of material significance for the assessment of the situation and the development as well as for the management of DWS Group. The Chairman of the Supervisory Board then notifies the Supervisory Board in the appropriate way and, if necessary, convenes an extraordinary Supervisory Board meeting; this applies respectively to the Chairpersons of the Supervisory Board committees with regard to the respective committees.

The Chairman of the Supervisory Board plays a crucial role in the proper functioning of the Supervisory Board and has a leadership role in this. He shall ensure the Supervisory Board's effective overall functioning and a cooperative relationship of trust between the members of the Supervisory Board and the General Partner's Executive Board.

In 2020, a total of 18 meetings of the Supervisory Board and its committees took place. The Supervisory Board meets regularly without the Executive Board.

In the fourth quarter of 2020 the Supervisory Board performed a review of the efficiency of its activities. It conducted a questionnaire-based self-assessment, which was complemented by interviews with selected Supervisory Board members, including the Chairman and the two new Supervisory Board members who were appointed after the last self-assessment in 2019. The review process was supported by an external advisor who designed the questionnaire and conducted the interviews, using a previously agreed interview guide. Both the questionnaire and the interview guide considered additional committee responsibilities and included a self-assessment of the knowledge, skills and experience of the Supervisory Board members. The individual feedback provided was consolidated in a report, which included a comparison with previous year's assessment results and with other Supervisory Boards where appropriate. The report was submitted – along with action items recommended by the Nomination Committee – to the Supervisory Board for its discussion and the adoption of measures.

## Members of the Supervisory Board

The Supervisory Board is composed of eight shareholders' representatives and four employee representatives, as it is currently subject to the German One-Third Employee Participation Act (Drittelbeteiligungsgesetz), which requires that one third of the Supervisory Board members are employee representatives. The eight members representing the shareholders are appointed by the General Meeting of DWS KGaA, the four employee representatives are to be elected by the employees pursuant to the provisions of the One-Third Employee Participation Act (Drittelbeteiligungsgesetz).

The current four employee representatives were appointed by the responsible court on May 29, 2018. The employee representatives appointed by the court will remain on the Supervisory Board until employee elections to the Supervisory Board in accordance with the German One-Third Participation Act (Drittelbeteiligungsgesetz) have been conducted.

Since Ms Sylvie Matherat stepped down from her position as member of the Supervisory Board effective July 10, 2019, the composition of the Supervisory Board had been incomplete. When Mr Hiroshi Ozeki stepped down from his office, effective at the end of April 10, 2020, a second position on the Supervisory Board became vacant. On July 21, 2020, Mr Bernd Leukert was appointed by the court as shareholders' representative, succeeding Ms Matherat, until the end of the DWS Annual General Meeting on November 18, 2020. At this meeting Mr Leukert was proposed for election as shareholders' representative to the shareholders and was elected as shareholders' representative.

In addition, Mr Minoru Kimura was appointed by the court as shareholders' representative as the successor for Mr Ozeki's position on the Supervisory Board, effective on August 10, 2020. He was subsequently proposed to and elected by the Annual General Meeting 2020.

The following table shows the members of the Supervisory Board through 2020, their year of birth, the date on which they were first elected or appointed, the date on which they departed or the year in which their term is scheduled to end, their position on the Supervisory Board, their principal occupation and supervisory board positions as well as directorships at other companies.



Name	Year of birth	First elected		Position on the Supervisory Board	Principal occupation <sup>2</sup>	Other supervisory board positions and directorships <sup>2</sup>
		From	Until			
Karl von Rohr	1965	2018	2023	Chairman and shareholder representative	Deputy Chairman of the Management Board of Deutsche Bank AG	Deputy Chairman of the Management Board of Deutsche Bank AG, Chairman of the Supervisory Board of DB Privat- und Firmenkundenbank AG (until May 15, 2020)
Ute Wolf	1968	2018	2023	Deputy Chairperson and shareholder representative	Chief Financial Officer of Evonik Industries AG	Member of the Management Board of Evonik Industries AG; Member of the Supervisory Board of Evonik Nutrition & Care GmbH; Member of the Supervisory Board of Evonik Performance Materials GmbH; Member of the Supervisory Board of Evonik Resource Efficiency GmbH; Member of the Supervisory Board of Klöckner & Co. SE; Member of the Supervisory Board of Pensionskasse Degussa VVaG
Stephan Accorsini	1969	2018		Employee representative appointed by court <sup>1</sup>	First Deputy Chairman of the Workers' Council of DWS Investment Group	None
Annabelle Bexiga	1962	Jun 5, 2019	2023	Shareholders' representative	Founder and Principal, self-employed at Bay Harbour Consulting	Non-Executive Director of StoneX Group Inc. (since February 27, 2020); Non-Executive Director of Triton International Limited (since July 1, 2020)
Aldo Cardoso	1956	2018	2023	Shareholders' representative	Chairman of the Board of Bureau Veritas	Chairman of the Board of Bureau Veritas; Director of Imerys SA; Director of Worldline SA; Director of Ontex Group NV
Minoru Kimura	1967	Aug 10, 2020	2023	Shareholders' representative	Executive Officer of Nippon Life Insurance Company and Regional CEO for the Americas and Europe	Non-Executive Director of Nippon Life Global Investors Europe Plc; Non-Executive Director of Nippon Life Schroders Asset Management Europe Limited; Non-Executive Director of Nippon Life Insurance Company of America; Non-Executive Director of Nippon Life Global Investors Americas, Inc; Non-Executive Director of Nippon Life Global Investors Singapore Limited (until September 4, 2020)
Bernd Leukert	1967	Jul 21, 2020	2023	Shareholders' representative	Chief Technology, Data and Innovation Officer and member of the Management Board of Deutsche Bank AG	Member of the Management Board of Deutsche Bank AG, Member of the Supervisory Board of Bertelsmann SE & Co. KGaA, Member of the Supervisory Board of Bertelsmann Management SE
Angela Meurer	1962	2018		Employee representative appointed by court <sup>1</sup>	Chairwoman of the representative body for disabled employees of Deutsche Bank AG	None
Richard I. Morris, Jr.	1949	2018	2023	Shareholders' representative	Advisor to TA Associates Management LP	Non-Executive Director of Merian Global Investors Limited (until June 30, 2020)
Erwin Stengele	1969	2018		Employee representative appointed by court <sup>1</sup>	Second Deputy Chairman of the Workers' Council of DWS Investment Group	None
Margret Suckale	1956	2018	2023	Shareholders' representative	Former member of the Management Board of BASF SE	Member of the Supervisory Board of Deutsche Telekom AG; Member of the Supervisory Board of HeidelbergCement AG; Member of the Supervisory Board of Infineon Technologies AG (since February 20, 2020)
Said Zanjani	1958	2018		Employee representative appointed by court <sup>1</sup>	Chairman of the Workers' Council of DWS Investment Group	None
<b>Former members:</b>						
Hiroshi Ozeki	1964	2018	Apr 10, 2020	Shareholders' representative	Managing Executive Officer, Regional CEO for the Americas and Europe, Adviser (Global Business Planning Department and Global Insurance Business Department) of Nippon Life Insurance Company	Managing Executive Officer of Nippon Life Insurance Company; Director of Nippon Life Schroders Asset Management Europe Limited; Director of Nippon Life Insurance Company of America; Director of Nippon Life Global Investors Americas, Inc.; Non-Executive Director of Nippon Life Global Investors Europe Plc

<sup>1</sup> Appointed by the court until the end of the next elections of employee representatives to the Supervisory Board in accordance with the German One-Third Participation Act (Drittelbeteiligungsgesetz).

<sup>2</sup> For Supervisory Board members departed in 2020, information is based on the date of election or appointment, for all other members on the Supervisory Board information is as at December 31, 2020.

## Objectives for the composition of the Supervisory Board, profile of requirements and status of implementation

### Objectives for the composition of the Supervisory Board

In accordance with German law, the members of the Supervisory Board must be reliable, must have the expertise required to perform their control function and to assess and monitor the businesses the company operates, and must commit sufficient time to the performance of their tasks. The Supervisory Board established objectives for its composition and adopted a profile of requirements for the Supervisory Board collectively as described below in its meeting on January 29, 2019. At its meeting on December 11, 2020, the Supervisory Board resolved to determine that a minimum of 5 shareholders' representatives shall be independent from the company and its Executive Board, and a minimum of 5 shareholders' representatives shall be independent from the controlling shareholder.

The Supervisory Board shall be composed in such a way that its members as a whole possess the knowledge, abilities and expert experience to properly complete its tasks. The members of the Supervisory Board collectively and the members of its Audit and Risk Committee must be familiar with the financial industry in general and more specifically with the asset management industry. The composition of the Supervisory Board shall ensure the Board's qualified control of and advice to the Executive Board taking into account that DWS Group is an internationally operating, broadly positioned asset manager. The members of the Supervisory Board should preserve the public reputation of DWS Group and, in particular, attention should be placed on the integrity, personality, willingness to perform, professionalism and independence of the individuals proposed for election. The objective is for the Supervisory Board collectively to have all of the knowledge and experience considered to be essential, while taking into account the business activities of DWS Group. The current members of the Supervisory Board fulfil these objectives.

In addition, the Supervisory Board shall have what it considers to be an adequate number of independent members from the group of shareholders' representatives, thereby taking into account the shareholder structure. A Supervisory Board member is considered independent if he or she is independent from the company, its Executive Board and from the controlling shareholder. The Supervisory Board has determined that at least five of the shareholders' representatives shall be independent. Currently, the Supervisory Board has six independent shareholders' representatives: Ms Annabelle Bexiga, Mr Aldo Cardoso, Mr Minoru Kimura, Mr Richard I. Morris, Jr., Ms Margret Suckale and Ms Ute Wolf.

Mr von Rohr and Mr Leukert are members of the management board of Deutsche Bank AG. Deutsche Bank AG is the sole shareholder of DB Beteiligungs-Holding GmbH, which is of the majority shareholder of DWS KGaA. They are, therefore, not considered independent from the controlling shareholder and thus not as independent as defined in Section C.6 of the German Corporate Governance Code. However, they are considered independent from the company and the Executive Board as they have no personal or business relationship with the company or its Executive Board that may cause a substantial structural and not merely temporary – conflict of interest. They are therefore considered independent for the purposes of Section C.7 of the German Corporate Governance Code. The members of the Supervisory Board may not exercise functions on a management body of or perform advisory duties at major competitors. Important and not just temporary conflicts of interest with respect to a member of the Supervisory Board shall lead to a termination of the mandate. As described in the Report of the Supervisory Board, none of the Supervisory Board members had any conflicts of interests in the reporting year.

There is a regular maximum age limit of 75. In exceptional cases, a Supervisory Board member can be elected or appointed for a period that extends no longer than until the end of the fourth Ordinary General Meeting that takes place after he/she has turned the age of 75. The regular length of each individual Supervisory Board membership is not to exceed 15 years. The age limit and the limit on the length of Supervisory Board membership are met by all current Supervisory Board members.

The Supervisory Board shall not comprise more than two former Managing Directors of the General Partner. Currently, there is no former Managing Director of the General Partner on the Supervisory Board.

The Supervisory Board respects diversity when proposing members for appointment to the Supervisory Board. In light of the international operations of DWS Group, care should be taken that the Supervisory Board has an appropriate number of members with long-term international experience. As per today, the professional careers or private lives of four members of the Supervisory Board are centred outside Germany. Furthermore, all of the shareholders' representatives on the Supervisory Board have several years of international experience from their current or former activities as management board members or a comparable executive function of corporations or organizations with international operations. In these two ways, the Supervisory Board believes the international activities of DWS are sufficiently taken into account. The objective is to retain the currently existing international profile.

For the election proposals of shareholders' representatives to the General Meeting of DWS KGaA, the Supervisory Board takes into account the recommendations of the Nomination Committee. In reviewing potential candidates for a new election or subsequent appointments to Supervisory Board positions, qualified women shall be included in the selection process and shall be

appropriately considered in the election proposals. In accordance with Section 111 (5) of the German Stock Corporation Act, the Supervisory Board determined a target for the percentage of female members on the Supervisory Board of at least 30% of the members by January 29, 2024. Currently, four Supervisory Board members are women. This reflects a share of around 33.34% of all members and more than 30% of the shareholders' representatives. It should be taken into account that the Supervisory Board can only influence the composition of the Supervisory Board through its election proposals to the General Meeting.

The Supervisory Board profile of requirements includes, in particular, the knowledge, skills and professional expertise that are collectively required to perform the tasks of the Supervisory Board of DWS, taking into account the suitability and properness requirements of the European Banking Authority and the standards which are required under applicable laws (collective qualifications). The Supervisory Board as a whole shall have an understanding of the fields of expertise specified below that is appropriate for the size and complexity of DWS. This does not mean that each Supervisory Board member must have expertise in each of the fields listed below. Rather, the expertise contributed individually by each of the Supervisory Board members combined shall ensure that all fields of expertise are covered by the Supervisory Board as a whole.

The fields of expertise include, in particular:

- Supervisory Experience: Preferably, experience as a member in a supervisory capacity on dual-tiered board structures, and as such, performing a monitoring role over the management body.
- Asset Management: Clear understanding of fiduciary responsibilities, fund management and prudent investment processes of a bank-owned asset manager.
- Experience with client handling, financial markets and jurisdictional expertise with due consideration to be given to US representation.
- Technology, digitalisation, artificial intelligence and operational excellence.
- Financial expertise: At least one member of the Supervisory Board must have experience in the field of accounting or audit pursuant to Section 100 (5) of the German Stock Corporation Act (AktG). It would be advantageous to have that experience gained within asset management with some knowledge of credit and liquidity management. At least one independent member, who can serve as the chairperson of the audit and risk committee, shall have specific knowledge and experience in applying accounting principles and internal control procedures.
- Risk management and controls which includes promoting a culture of individual accountability, knowledge and experience of risk governance and applicable control environment.
- Compensation and compensation systems as well as succession management.
- Corporate and social responsibility, including reporting.
- Strategic planning, business and risk strategies as well as their implementation.
- Governance and corporate culture.
- ESG and Sustainability: Expert knowledge of ESG standards and best practices and their implementation.

In addition, each member of the Supervisory Board should be able to weigh the short- and long-term benefits and risks of financial decisions (business judgement). He or she should act in accordance with stated values and principles and should encourage an environment of openness and challenge. Each member of the Supervisory Board should be able to build productive partnerships with key constituents including fellow Supervisory and Executive Board members. Furthermore, each member of the Supervisory Board should be free from structural conflict of interests and should not engage in any business activities that conflict, directly or indirectly, with regulated activities of DWS. The members of the Supervisory Board shall also have sufficient time to carry out their respective responsibilities taking into account all personal and professional commitments. Members of the Supervisory Board may not hold more than the allowed number of Supervisory Board mandates in accordance with the applicable legal requirements. The current members of the Supervisory Board fulfil these requirements.

## Standing Committees of the Supervisory Board

The Supervisory Board has established the following three standing committees. The committees work closely together and, to the extent required, coordinate their activities with each other and with the Chairman of the Supervisory Board and consult each other on an ad-hoc basis. To increase efficiency and enhance the exchange of information, committees can also hold joint meetings.

The committee chairpersons report regularly to the Supervisory Board on the work of the committees. The Report of the Supervisory Board in the Annual Report 2020 provides information on the work of the committees over the reporting year.

### Audit and Risk Committee

The Audit and Risk Committee consists of three members of the Supervisory Board representing shareholders and one member of the Supervisory Board representing employees. The committee is chaired by a representative of the shareholders. The Chairperson of the committee is elected by the Supervisory Board.

The Audit and Risk Committee generally supports the Supervisory Board in its monitoring activities, in particular, in monitoring the effectiveness of the risk management system, the auditing of the financial statements, especially with regard to the auditor's independence and the additional services provided by the auditor as well as the Executive Board's prompt remediation – through suitable measures – of any deficiencies that might be identified by the auditor and internal control functions based on internal and external audits, in particular any such deficiencies that might relate to any weaknesses that might be found in risk controls, non-compliance with policies, laws and regulatory requirements.

The committee is entitled to inspect all business documentation of DWS KGaA. The committee is also entitled to obtain, through its Chairperson, information in connection with its tasks from the auditor, the Executive Board, the Head of Group Audit and – with the prior consent of the Executive Board – senior managers reporting directly to the Executive Board.

The committee pre-reviews the annual and consolidated financial statements and management reports including the integrated non-financial group statement, as they are prepared. The committee discusses the audit reports with the auditor. The committee also prepares the decisions of the Supervisory Board on the proposal for a resolution to be submitted to the General Meeting with regard to the establishment of the annual financial statements and the approval of the consolidated financial statements as well as the resolution proposal on the appropriation of distributable profit and submits corresponding recommendations to the Supervisory Board. It discusses important changes to the audit and accounting methods.

The committee discusses the half-year financial reports and the report on the limited review of the quarterly financial statements with the Executive Board and the auditor. The committee also supports the Supervisory Board in monitoring the financial reporting process and can submit recommendations or suggestions to the Supervisory Board on ensuring the integrity of the financial reporting process.

The committee submits proposals to the Supervisory Board for the appointment of the auditor, which shall include at least two candidates when tendering the auditor mandate and complies with the requirements of Article 16 (2) Regulation (EU) No. 537/2014 to the extent applicable and it prepares the proposal of the Supervisory Board to the General Meeting for the election of the auditor. The committee advises the Supervisory Board on issuing, terminating and continuing the audit mandate to the auditor and submits proposals to the Supervisory Board for the auditor's remuneration. The committee supports the Supervisory Board in monitoring the independence, quality, qualification and efficiency of the auditor as well as the rotation of the members of the audit team. Mandates for non-audit-related services given to the auditor or to companies to which the auditor is related in legal, economic or personnel terms need the prior consent of the Audit and Risk Committee.

The committee is appointed by the Supervisory Board to resolve on reserved matters in relation to material Related Party Transactions pursuant to section 111b of the German Stock Corporation Act (AktG). In this context, the Audit and Risk Committee is supported by the Related Party Transaction Council, which issues the Related Party Approval Report to the committee if required. The committee arranges to be informed regularly about the work performed by Internal Audit, the effectiveness of the internal audit system and in particular about the focal areas of its auditing activity and on the results of its audits. It is responsible, in particular, for receiving and handling the quarterly, annual and ad-hoc reports provided by Internal Audit. The Executive Board informs the committee about special audits, substantial complaints and other exceptional measures at DWS KGaA and its subsidiaries on the part of German and foreign regulatory authorities.

The committee regularly obtains reports on the receipt and handling of complaints from employees and its subsidiaries, from shareholders of DWS KGaA and from third parties. In particular complaints concerning accounting, internal accounting controls, auditing and other financial reporting matters must be submitted to the committee without undue delay.

Reports concerning compliance matters are presented in the meetings of the committee on a regular basis. The committee Chairperson is entitled, in addition to the Chairperson of the Supervisory Board, to obtain information directly from the Head of Compliance. The committee is responsible for taking receipt of and handling the report by the Head of Compliance on the appropriateness and effectiveness of the principles, methods and procedures in accordance with Article 22 (2) lit. c) of Delegated Regulation (EU) No. 2017/565 (Compliance Report). The Compliance Report is issued at least once a year, i.e. within a 12 months period.

The committee advises the Supervisory Board in addition on the overall risk appetite and risk strategy on a consolidated basis, and monitors the implementation of the stated risk appetite and risk strategy on a consolidated basis by senior management. The committee monitors material aspects of the rating and valuation processes. The committee receives reports from the Executive Board, which are appropriate to monitor whether the conditions in the client business are in line with the business model and risk structure of DWS KGaA. If this is not the case, the committee requests proposals from the Executive Board on how the conditions in the client business could be structured to align them with the business model and risk structure of DWS KGaA. The committee also monitors the implementation of such proposals. In addition the committee reviews whether the incentives set by the compensation system take into account the risk, capital and liquidity structure of DWS KGaA as well as the likelihood and maturity of earnings. This is without prejudice to the tasks of the Remuneration Committee. The committee determines the nature, scope, format and frequency of the information which the General Partner is required to submit on strategy and risks.

The Audit and Risk Committee held eight meetings in 2020.

The current members of the Audit and Risk Committee are Ms Ute Wolf (Chairperson), Mr Stephan Accorsini, Mr Aldo Cardoso, and Mr Richard I. Morris, Jr.

## Nomination Committee

The Nomination Committee consists of the Chairman of the Supervisory Board as well as two further members of the Supervisory Board representing shareholders and one member of the Supervisory Board representing employees.

The composition of the Nomination Committee follows Section 25d (11) of the German Banking Act (KWG), which stipulates that the Nomination Committee shall take on additional tasks that shall not be performed solely by the shareholders' representatives on the Supervisory Board. However, it is ensured that the candidate recommendations for the election proposals to the general meeting are prepared exclusively by the committee's shareholder representatives. The committee is chaired by a member of the Supervisory Board representing shareholders.

The shareholders' representatives on the Nomination Committee prepare the Supervisory Board's proposals for the election or appointment of new shareholders' representatives to the Supervisory Board. In this context, they take into account the statutory requirements, guidelines from supervisory authorities and criteria specified by the Supervisory Board for its composition as well as the balance and diversity of the knowledge, skills and experience of all members of the Supervisory Board, prepare a job description with a candidate profile, and state the time commitment associated with the tasks.

The committee is responsible for drawing up an objective to promote the representation of the under-represented gender on the Supervisory Board as well as a strategy for achieving this and the regular assessment of the structure, size, composition and performance of the Supervisory Board and making recommendations to the Supervisory Board regarding this. The Nomination Committee supports the Supervisory Board in the regular assessment of the knowledge, skills and experience of the individual members of the Supervisory Board as well as of the body collectively, and in reviewing the principles of the Executive Board for selecting and appointing persons to the upper management levels and the recommendations made to the Executive Board in this respect.

The Nomination Committee held one meeting in 2020.

The current members of the Nomination Committee are Mr Karl von Rohr (Chairperson), Mr Richard I. Morris, Jr., Ms Margret Suckale and Mr Said Zanjani.

## Remuneration Committee

The Remuneration Committee consists of three members of the Supervisory Board representing shareholders and one member of the Supervisory Board representing employees.

The committee should include a sufficient number of independent Supervisory Board members. At least one member of the committee must have sufficient expertise and professional experience in the field of risk management and risk controlling, in particular with regard to mechanisms used to align the compensation systems to DWS KGaA's overall risk propensity and strategy and its capital base. The committee is chaired by a Chairperson who shall be a member of the Supervisory Board representing shareholders.

The Remuneration Committee monitors the appropriate structure of the compensation systems for the employees and, in particular, the appropriate structure of the compensation for the Head of Compliance and for the employees who have a material influence on the overall risk profile of DWS KGaA and its subsidiaries (DWS Group). The effects of the compensation systems on risk, capital and liquidity management shall be assessed and it shall be ensured that the compensation systems and the group-wide compensation strategy – in consideration of the corporate culture – are aligned to achieving the objectives set out in the business and risk strategies of DWS Group.

In addition, the committee supports the Supervisory Board in monitoring the process to identify Group Risk Takers in accordance with Section 27 (2) sentence 1 of the Regulation on Remuneration in Financial Institutions (InstVV) and in this context checks the appropriate structure of the compensation systems for the relevant employees.

The committee supports the Supervisory Board in monitoring whether the internal controls and other relevant areas are properly implemented in the structuring of the compensation systems. It also supports the Supervisory Board in producing the proposals for resolutions on the structuring of variable and fixed compensation in accordance with Section 25a (5) sentence 6 of the German Banking Act (KWG) and for the approval of the remuneration system pursuant to Section 120a (1) of the German Stock Corporation Act (AktG).

The committee coordinates its work with the Audit and Risk Committee and works closely with it as required in order to properly perform its tasks.

The committee is authorized to obtain, via its Chairperson, information relating to the committee tasks from the head of the internal audit department and from the heads of the organizational units responsible for structuring the compensation systems. The Executive Board must be informed of this. In addition, the Committee Chairperson is kept up-to-date by the Compensation Officer on his work and ensures close coordination of the monitoring activities as well as the submission of the Compensation Officer's informative reports on the appropriateness and structure of the compensation system.

The Remuneration Committee held two meetings in 2020.

The current members of the Remuneration Committee are Ms Margret Suckale (Chairperson), Ms Annabelle Bexiga, Mr Aldo Cardoso and Mr Erwin Stengele.

## Joint Committee of DWS

DWS KGaA has a Joint Committee as an additional corporate body. If the Joint Committee has met, it shall report to the General Meeting on its activities. The Joint Committee consists of two members delegated by the shareholders' meeting of the General Partner, and of two members delegated by the shareholders' representatives on the Supervisory Board from their midst. The shareholders' meeting of the General Partner appoints one of its delegates as Chairperson of the Joint Committee. The Chairperson has a casting vote with regard to decisions taken in the Joint Committee.

The shareholders' meeting of the General Partner and the Supervisory Board may at any time dismiss and replace the members they delegated. The period of office of the members of the Joint Committee is limited to a maximum of five years; for the members delegated by the Supervisory Board it ends no later than their respective term of office as a member of the Supervisory Board.

The following table shows the members of the Joint Committee through 2020, their year of birth, the date when they were first delegated to the Joint Committee and the year in which their term is scheduled to end, their position on the Joint Committee, their principal occupation and supervisory board positions as well as directorships at other companies.

Name	Year of birth	Appointed		Position on the Joint Committee	Principal occupation	Supervisory board positions and directorships
		From	Until			
Karl von Rohr	1965	2018	2023	Delegated by the shareholders' meeting of the General Partner	Deputy Chairman of the Management Board of Deutsche Bank AG	Deputy Chairman of the Management Board of Deutsche Bank AG, Chairman of the Supervisory Board of DB Privat- und Firmenkundenbank AG (until May 15, 2020)
Minoru Kimura	1967	Aug 10, 2020	2023	Delegated by the shareholders' representatives on the Supervisory Board	Executive Officer of Nippon Life Insurance Company and Regional CEO for the Americas and Europe	Non-Executive Director of Nippon Life Global Investors Europe Plc; Non-Executive Director of Nippon Life Schroders Asset Management Europe Limited; Non-Executive Director of Nippon Life Insurance Company of America; Non-Executive Director of Nippon Life Global Investors Americas, Inc; Non-Executive Director of Nippon Life Global Investors Singapore Limited (until September 4, 2020)
James von Moltke	1969	2018	2023	Delegated by the shareholders' meeting of the General Partner	Member of the Management Board of Deutsche Bank AG and Chief Financial Officer	Member of the Management Board of Deutsche Bank AG, Member of the Supervisory Board of BVV Versicherungsverein des Bankgewerbes a.G. (until June 26, 2020), Member of the Supervisory Board of BVV Versorgungskasse des Bankgewerbes e.V. (until June 26, 2020)
Ute Wolf	1968	2018	2023	Delegated by the shareholders' representatives on the Supervisory Board	Chief Financial Officer of Evonik Industries AG	Member of the Management Board of Evonik Industries AG; Member of the Supervisory Board of Evonik Nutrition & Care GmbH; Member of the Supervisory Board of Evonik Performance Materials GmbH; Member of the Supervisory Board of Evonik Resource Efficiency GmbH; Member of the Supervisory Board of Klöckner & Co. SE; Member of the Supervisory Board of Pensionskasse Degussa VVaG
<b>Former members:</b>						
Hiroshi Ozeki	1964	2018	Apr 10, 2020	Delegated by the shareholders' representatives on the Supervisory Board	Managing Executive Officer, Regional CEO for the Americas and Europe, Adviser (Global Business Planning Department and Global Insurance Business Department) of Nippon Life Insurance Company	Managing Executive Officer of Nippon Life Insurance Company; Director of Nippon Life Schroders Asset Management Europe Limited; Director of Nippon Life Insurance Company of America; Director of Nippon Life Global Investors Americas, Inc.; Non-Executive Director of Nippon Life Global Investors Europe Plc

---

## ESG Advisory Board

In November 2020, we have established an advisory body to further advance our holistic group-wide sustainability strategy. The new ESG Advisory Board consists of six recognized international sustainability experts from diverse disciplines who will actively advise the CEO and the Executive Board and will work closely with the Group Sustainability Office (GSO) on the acceleration of our Sustainability Strategy.

The new ESG Advisory Board members includes:

- **Georg Kell**, Co-Chair: as Founding Executive Director of the UN Global Compact, the world's largest and most important initiative for sustainable business management, Georg Kell is also Chairman of Arabesque, the parent company of the two DWS partners Arabesque AI and Arabesque S-Ray, in which DWS holds minority stakes.
- **Roelfien Kuijpers**, Co-Chair: in addition to her dual roles as Global ESG Client Officer and Head of Client Coverage UK, Ireland and Nordics for DWS, Roelfien is also a Board Member of the Institutional Investor Group on Climate Change.
- **Peter Damgaard-Jensen** is Chairman of the Institutional Investor Group on Climate Change (IIGCC), the main European investor body focused on climate change. He represents the sustainability arena in the very relevant pension fund sector, namely as the former CEO of the Danish Pension Fund PKA, one of the largest pension funds in Denmark.
- **Marie Haga** serves as Associate Vice President of the International Fund for Agricultural Development (IFAD). In her former role as Executive Director of the Global Crop Diversity Trust, Marie has gained international recognition in the field of biodiversity and food security. She has also served as a Member of Parliament in Norway and held three ministerial positions.
- **Ioannis Ioannou** is a Professor of Strategy and Entrepreneurship at London Business School. He is an impactful and often cited academic in the fields of Corporate Sustainability, ESG integration and Responsible Business. He serves on the Advisory Board of Ethical Corporation - Reuters Events and is a member of the World Economic Forum Experts Network.
- **Lisa P. Jackson** is Vice President of Environment, Policy and Social Initiatives at Apple Inc. Leading the environmental, education policy and product accessibility strategy at Apple, she has a long track record of active engagement in all areas of ESG, having previously served as Head of the US Environmental Protection Agency appointed by former President Barack Obama.

## Share Plans

For information on our employee share programs, please refer to the additional note 23 'Employee Benefits' to the Consolidated Financial Statements.

## Related Party Transactions

For information requirement regarding Related Party Transactions please refer to note 25 'Related Party Transactions' to the Consolidated Financial Statements.

## Audit Committee Financial Expert

The Supervisory Board has elected Ms Ute Wolf as the Chairperson of its Audit and Risk Committee. Ms Ute Wolf has the required expert knowledge in financial accounting and auditing pursuant to Sections 107 (4), 100 (5) of the German Stock Corporation Act (AktG) as well as Section 25d (9) of the German Banking Act (KWG).



# Values and Leadership Principles of DWS Group

## Code of Conduct

DWS Group adheres to a Code of Conduct which describes the values and minimum standards for ethical business conduct that we expect all of our employees to follow. These values and standards govern employee interactions with our clients, competitors, business partners, government and regulatory authorities, and shareholders, as well as with other employees. The Code of Conduct is established by Deutsche Bank Group. Our Executive Board has adopted these DB Group values and beliefs and implemented DWS Group values in supplement. In addition, the Code of Business Conduct forms the cornerstone of DWS Group policies, which provide guidance on compliance with applicable laws and regulations.

The current versions of the Code of Conduct is available from Deutsche Bank's website:

[https://www.db.com/ir/en/download/Code\\_of\\_Business\\_Conduct\\_and\\_Ethics\\_for\\_Deutsche\\_Bank\\_Group.pdf](https://www.db.com/ir/en/download/Code_of_Business_Conduct_and_Ethics_for_Deutsche_Bank_Group.pdf)

## Principle Accountant Fees and Services

For information regarding DWS Group's principle accountant fees and services please refer to note 29 'Supplementary Information' to the Consolidated Financial Statements.

## Compliance with the German Corporate Governance Code

### Declaration pursuant to Section 161 of the German Stock Corporation Act (AktG) (Declaration of Conformity 2020)

The Managing Directors of DWS Management GmbH, representing the general partner of DWS Group GmbH & Co. KGaA, and the Supervisory Board of DWS Group GmbH & Co. KGaA submit the following declaration pursuant to Section 161 of the German Stock Corporation Act (AktG):

The last Declaration of Conformity was issued on December 12, 2019. Since then and under consideration of the specific characteristics of a partnership limited by shares as outlined in Section I below, DWS Group GmbH & Co. KGaA (DWS KGaA) has complied with the recommendations of the "Government Commission on the German Corporate Governance Code" in the version dated February 7, 2017, as published in the Federal Gazette on April 24, 2017, subject to the deviations as disclosed in Section II.

On December 16, 2019, the „Government Commission on the German Corporate Governance Code“ submitted a new version of the German Corporate Governance Code, which came into effect with its publication by the Federal Ministry of Justice and Consumer Protection in the official section of the Federal Gazette (Bundesanzeiger) on March 20, 2020. Under consideration of the specific characteristics of DWS KGaA's legal form as outlined in Section I below DWS KGaA complies with the applicable recommendations of this new version and will continue to comply with them in the future, whereas as of now the deviations as disclosed in Section III apply.

#### **Section I: Specific characteristics of the legal form of a partnership limited by shares**

- Taking into account the specific features of the legal form of a partnership limited by shares (Kommanditgesellschaft auf Aktien or KGaA) several recommendations of the German Corporate Governance Code (GCGC) can only be applied in a modified way. The GCGC is geared towards the governance structure typical for a German stock corporation (Aktiengesellschaft or AG) and does not consider specific characteristics of a KGaA.

- In the legal form of a KGaA, the tasks and duties performed by the management board of an AG are undertaken by the general partners, who are determined in the articles of association of the KGaA and not by the supervisory board. The sole general partner of DWS KGaA is DWS Management GmbH (DWSM GmbH), who has the sole responsibility for the management of DWS KGaA, including all day-to-day management measures and representation of the company vis-à-vis third parties. The Managing Directors of DWSM GmbH jointly manage the business activities of DWSM GmbH and – with regard to the position of DWSM GmbH as the General Partner of DWS KGaA – the business activities of DWS KGaA.

The Supervisory Board of DWS KGaA has no authority to appoint and dismiss the Managing Directors of the General Partner, preside over associated contractual arrangements or determine the remuneration system and the fixed and variable compensation of the Managing Directors. Such decisions are taken by the shareholders' meeting of the General Partner. Certain management measures by the General Partner require prior approval from the shareholders' meeting of the General Partner.

- In addition to the corporate bodies regulated by German law, the legal form of the KGaA allows for the establishment of additional governance bodies. DWS KGaA has put this in use and has set up the Joint Committee as an additional corporate body. Certain management measures require the approval from the Joint Committee as set forth in the Articles of Association of DWS KGaA. Accordingly, DWSM GmbH may only take such measures with the consent of the Joint Committee. The Joint Committee also possesses a right of proposal with respect to the ratification of acts of management of the Managing Directors of DWSM GmbH and with respect to the determination of their variable compensation. Nonetheless, these proposals are legally not binding for the shareholders' meeting of DWSM GmbH. The Joint Committee reports to the general meeting of DWS KGaA on its activities.
- The authority and scope for influence of the supervisory board of a KGaA is limited as compared to the supervisory board of a stock corporation. In addition to the specifics above, the supervisory board of DWS KGaA as a mere supervisory and advisory body is not entitled to subject the management measures to its consent, or issue rules of procedure for DWSM GmbH. Such rights are reserved to the shareholders' meeting of DWSM GmbH which can take these measures for the Managing Directors of DWSM GmbH.
- The general meeting of the shareholders of a KGaA has in principle the same rights and responsibilities as the general meeting of a German stock corporation. In particular this includes the ratification of the acts of management of the general partner and the supervisory board, the election of shareholders' representatives to the supervisory board, the voting on the appropriation of profits and the appointment of the external financial auditor. As defined by German law, the general meeting of a KGaA also approves the annual financial statements, which in the case of an AG is typically performed by the supervisory board and only subject to approval of the general meeting in exceptional cases if the management board and supervisory board decide that the general meeting shall approve, or the supervisory board refuses its approval. Certain material matters requiring a resolution of the general meeting, such as the approval of the annual financial statements but also measures aiming at structural changes such as mergers, a change in the legal form of the company or the conclusion of enterprise agreements, also require the consent of the general partner.

#### **Section II: Deviations – Code in the version dated February 7, 2017:**

- Relating to No. 5.3.3, according to which the supervisory board shall form a nomination committee composed exclusively of shareholder representatives. Section 25d (11) of the German Banking Act stipulates that the nomination committee of the supervisory board must take on additional tasks that should be performed not solely by the shareholder representatives on the supervisory board. Against this background, the Nomination Committee of the Supervisory Board of DWS KGaA also comprises employee representatives. However, it will be ensured that the candidate recommendations for the election proposals to the general meeting will be prepared exclusively by the committee's shareholder representatives.
- Relating to No. 4.2.3 (2) sentence 6, according to which the amount of compensation for management board members shall be capped, both overall and with regard to variable compensation components. The existing employment contracts (in conjunction with equity plan conditions) of the members of the Managing Directors of DWSM GmbH do provide for a limit (cap) in the awarding of total compensation and their variable compensation components. In this context, however, some hold the view that such limits would have to apply not only to the granting and awarding of the compensation components but also to their later payout. Although DWS KGaA does not consider this view to be convincing, we state merely as a precautionary measure that a limit (cap) has not been set for the payout amount of deferred equity-based compensation and that therefore DWS KGaA deviates from the recommendation in No. 4.2.3 (2) sentence 6 according to this interpretation.

#### **Section III: Deviations – Code in the version dated December 16, 2019:**

- Relating to recommendation C.4 of the Code, whereby a supervisory board member who is not a member of any management board of a listed company shall not accept more than five supervisory board mandates at non-group listed

companies or comparable functions, with an appointment as chair of a supervisory board being counted twice. One member of the Supervisory Board of DWS KGaA, Mr Aldo Cardoso, currently holds five mandates in supervisory bodies of listed companies and in one case he chairs the respective board. Whether the number of mandates held by a member of a supervisory board seems appropriate should in the opinion of DWS KGaA, however, be assessed more appropriately on a case-by-case basis than with a rigid upper limit. The individual workload expected for a member of a supervisory board as a result of the total number of mandates held does not necessarily increase in proportion to their number. Moreover, Mr Cardoso has declared to the Supervisory Board of DWS KGaA that he has sufficient time to perform the duties associated to his position as a member of this body with the required due regularity and care. The Supervisory Board has determined that all members have sufficient time to exercise their mandate at DWS KGaA taking into account all personal and professional commitments.

- Relating to recommendation D.5 of the Code, according to which the supervisory board shall form a nomination committee composed exclusively of shareholder representatives. Section 25d (11) of the German Banking Act stipulates that the nomination committee of the supervisory board must take on additional tasks that should be performed not solely by the shareholder representatives on the supervisory board. Against this background, the Nomination Committee of the Supervisory Board of DWS KGaA also comprises employee representatives. However, it will be ensured that the candidate recommendations for the election proposals to the general meeting will be prepared exclusively by the committee's shareholder representatives.
- Relating to recommendation G.1, first bullet, which recommends that the remuneration system for the management board shall – inter alia – define how the target total remuneration is determined for each management board member, and the amount that the total remuneration must not exceed (maximum remuneration). The remuneration system defines a maximum remuneration, but this maximum remuneration currently does not include the service cost for the contributions to the company pension of the Managing Directors of DWSM GmbH. For the future, it is envisaged to comply with the recommendation also in this regard.
- Relating to recommendation G.10, sentence 2, whereby granted long-term variable remuneration components shall be accessible to management board members only after a period of four years. In accordance with the Remuneration Regulation for Institutions (Institutsvergütungsverordnung), the granted long-term variable amounts vest in annual tranches over a retention period of five years. If the tranches represent share-based remuneration elements, they are subject to an additional holding period of one year after they become due. The Managing Directors of DWSM GmbH can thus dispose of an initial small partial amount of the long-term grant amounts after one year and, taking into account the retention period and the holding period after six years, the last partial amount.

Frankfurt am Main, in December 2020

The Managing Directors  
of DWS Management GmbH

The Supervisory Board  
of DWS Group GmbH & Co. KGaA

# Statement on the Suggestions of the German Corporate Governance Code

DWS KGaA complies with the suggestions of the Code in the version dated December 16, 2019, with the following exceptions:

- Our whistleblowing arrangements are not external facing to all third parties (although the arrangements are available to contractors). For instance we do not include details of how to access the Integrity Hotline on our website. However, if we receive a Whistleblowing notification from an external third party, we will log this as a whistleblowing matter if it contains an allegation of misconduct against a DWS Group staff member.

## Targets for the Proportion of Women in Management Positions / Gender Quota

As of the date of this Corporate Governance Statement, the percentage of women on our Supervisory Board is 33%. On January 29, 2019, the Supervisory Board set a target for the percentage of women on our Supervisory Board of at least 30% of the members by January 29, 2024.

Our Executive Board includes one woman as of the date of this Corporate Governance Statement. A target for the percentage of women on the Executive Board of our General Partner is legally not required and has not been set so far.

On January 31, 2019, the Executive Board set targets for the percentage of women at 26% for the first management level and 29% for the second management level, to be reached December 31, 2021. When the decision was made, the percentage of women at the first management level was 23% and 26% at the second management level.

The population of the first management level comprises of senior managers who report directly to the Executive Board and managers with comparable responsibilities. The population of the second management level comprises senior managers who report to the first management level.

### Implementing German Gender Quota Legislation at DWS Group

In %, unless stated otherwise	Target for Dec 31, 2021	Status as of Dec 31, 2020	Status as of Dec 31, 2019
Women on the Supervisory Board of DWS KGaA	30%	33%	36%
First management level below the Executive Board	26%	27%	22%
Second level below the Executive Board	29%	28%	27%

Note: Supervisory Board set the target for January 29, 2024

In accordance with our fundamental diversity concept, we also take into account the knowledge and skills required for the proper performance of tasks and the necessary experience of the employees in the composition of the two levels below management.

## Diversity Concept

As a global company, the DWS Group is committed to creating a culture that embraces the diversity of its employees, customers. As a global organisation, DWS is committed to an inclusive culture that respects and embraces the diversity of our employees, clients, and communities. As diversity and inclusion are central to the firm's culture, our continuous focus is to:

- build talented and diverse teams to drive business results
- create a respectful and inclusive environment where people can thrive
- strengthen our relationship with clients, partners, regulators, communities, and potential employees.

We aim to attract, develop, and retain the best people from all cultures, countries, races, ethnicities, genders, sexual orientations, abilities, beliefs, backgrounds, and experiences. To this end, and to prepare for opportunities and challenges arising from

changing demographics, digitalization, and the future of work, we follow an integrated and multi-dimensional approach to diversity and inclusion. We also aim at giving equal opportunities to employees who work both full-time and part time. This year the percentage of employees globally who work part time stood at 8.8% (2019: 11.8%).

We are convinced that diversity and inclusion, for example, stimulate innovation and help to make more balanced decisions, and thus play a decisive role in the success of the DWS Group.

The Supervisory Board and Executive Board want to and should also serve as a role model for the DWS Group with regard to diversity and inclusion. In line with our above mentioned conviction, a diverse composition of the committees also helps the Supervisory Board and the Executive Board to be able to properly perform the tasks and duties incumbent upon them under the law, the Articles of Association and the rules of procedure.

## Diversity Concept for the Supervisory Board

The Supervisory Board is to be composed in such a way that its members, as a whole, possess the expertise, skills and professional experience required to effectively monitor and advise the Executive Board in its management and observance of the relevant supervisory regulations.

In light of the international operations of DWS, care shall be taken, in particular, that the Supervisory Board has an appropriate number of members with many years of international experience.

Also in light of the legal requirements to be observed, the Supervisory Board shall be composed of at least 30% women (by January 29, 2024).

There is an age limit of 75, in principle, for members of the Supervisory Board and the maximum length of each individual Supervisory Board membership shall generally not exceed 15 years.

## Implementation

It should be taken into account that the Supervisory Board can only influence the composition of the Supervisory Board through its proposals to the General Meeting for the election of the shareholder representatives.

Based on a proposal of the Nomination Committee, a profile of requirements was issued for the Supervisory Board. The profiles summarize the knowledge, abilities and experience required to properly complete the tasks of the Supervisory Board (collective suitability).

For the election proposals to the General Meeting, the Supervisory Board takes into account the objective to which the Supervisory Board shall be composed of at least 30% women (by January 29, 2024).

## Results achieved in the 2020 financial year

At the end of the financial year, eight men and four women (33.34%) were members of the Supervisory Board.

The age structure is diverse, ranging from 51 to 71 years of age at the end of the financial year.

At the end of the financial year, the length of experience as member of the Supervisory Board of DWS Group GmbH & Co. KGaA, which was constituted first in 2018, ranged from under one year to around 3 years. Two of the 12 members joined the Supervisory Board in the 2020 financial year. The length of experience in comparable governance bodies was between three and seventeen years.

In accordance with our objectives specified above, all of the shareholder representatives on the Supervisory Board have several years of international experience from their current or former activities as management board members or a comparable executive function of corporations or organizations with international operations.

The diverse range of the members' educational and professional backgrounds includes banking, business administration, science, law, and information technology.

DWS transparently reports on Supervisory Board diversity, in addition to the information presented above, in this Corporate Governance Statement in the section 'Corporate Bodies - Supervisory Board of DWS'.

## Diversity Concept for the Executive Board

Through the composition of the Executive Board, it is to be ensured that its members have, at all times, the required knowledge, skills and experience necessary to properly perform their tasks. Accordingly, when selecting members for the Executive Board, care is to be taken that they collectively have sufficient expertise and diversity within the meaning of our objectives specified above.

As a rule, a member of the Executive Board should not have exceeded the age limit of 67 years, applicable in Germany, for the regular retirement pension on the expiry date of their appointment.

### Implementation

The implementation of the Diversity Concept takes place in the course of selecting new members for the Executive Board of DWS Management GmbH which are appointed by the sole shareholder.

As part of the succession management, a series of sophisticated leadership and board readiness assessments to identify and develop management talent for enhanced leadership responsibilities have been implemented. The discipline applied to succession management in line with best practices has resulted in long-term succession plans.

### Results achieved in the 2020 financial year

At the end of the financial year, the Executive Board was composed of five men and one woman.

The age structure is diverse, ranging from 39 to 65 years of age at the end of the financial year.

The length of experience as member of the Executive Board of DWS, which was first established in March 2018 ranged from less than one to below three years. The length of experience in comparable management bodies ranged between three and around eleven years.

Also with our strategy in mind of being a leading Asset Manager with headquarter in Germany and operating globally, four of the six Executive Board members, as of the end of the financial year, have a German background. Other members come from Australia and England.

However, the ethnic diversity of the Executive Board does not currently reflect the full diversity of the markets where we do business or the diversity of our employees.

The diverse range of the members' educational and professional backgrounds includes banking, business administration, social sciences.

DWS transparently reports on Executive Board diversity, in addition to the information presented above, in this Corporate Governance Statement in the section 'Corporate Bodies – Managing Directors of the General Partner (Executive Board)'.

