

Corporate Governance

THE GERMAN CORPORATE GOVERNANCE CODE ENSURES THAT THE PRINCIPLES GOVERNING THE RESPONSIBLE management and control of listed companies are transparent for domestic and international investors. The aim of the Code is to strengthen confidence in the management of German companies. The Code addresses key points of criticism in German corporate governance, such as a lack of focus on shareholders' interests, the dual corporate structure of management board and supervisory board, and the questionable independence of supervisory board members and auditors.

The Corporate Governance Code does not apply directly to Sal. Oppenheim jr. & Cie. as a Kommanditgesellschaft auf Aktien (KGaA), because the Bank is not a listed company. However, because we advocate the aim of the Code, Sal. Oppenheim observes these principles insofar as the legal form of a KGaA and its bodies do not prescribe otherwise.

COMPANY'S BOARDS AND COMMITTEES

The Company's boards and committees are the Personally Liable Partners, the Shareholders' Committee, the Supervisory Board (comprising an equal number of employees and shareholders) and the Annual General Meeting.

—> PERSONALLY LIABLE PARTNERS AND SHAREHOLDERS' COMMITTEE

The Personally Liable Partners jointly manage the Company's business. Each Personally Liable Partner is, however, authorised to represent the Company solely and independently for external purposes. The Personally Liable Partners are both managers and owners in that they are liable to the extent of all their assets for the liabilities of the Company.

The Shareholders' Committee performs the tasks assigned to it by the Articles of Association and the Annual General Meeting and represents the limited liability shareholders and the Company vis-à-vis the Personally Liable Partners, unless the Annual General Meeting or the Supervisory Board is required to take responsibility.

The Shareholders' Committee and the Personally Liable Partners have jointly stipulated that the approval of the Shareholders' Committee is required for transactions exceeding normal parameters.

—> ANNUAL GENERAL MEETING AND SUPERVISORY BOARD

The Annual General Meeting decides on the approval of the annual financial statements, the appropriation of unappropriated profit, the discharge of the other boards and committees and the appointment of the auditor. The resolution on the approval of the annual financial statements and resolutions regarding amendments to the Articles of Association require the consent of the Personally Liable Partners.

The Supervisory Board of the parent company, Sal. Oppenheim jr. & Cie. KGaA, has an equal number of shareholder and employee representatives. It comprises twelve members, six of whom are shareholder representatives and six of whom are employee representatives. In turn, the employee representatives comprise equal numbers of employees from Sal. Oppenheim and BHF-BANK.