

Press Release

4 April 2025

Invitation to Annual General Meeting of Commerzbank on 15 May 2025

- Decision on dividend proposal of €0.65 per share and election of new Supervisory Board members on agenda
- In-person event at RheinMain CongressCenter in Wiesbaden

Commerzbank AG has today published the invitation to its Annual General Meeting (AGM), which will take place on Thursday, 15 May 2025. This year, the AGM will be held as an in-person event, whereas it was previously held as a virtual meeting between 2020 and 2024. The AGM 2025 will take place from 10.00 a.m. (CEST) at the RheinMain CongressCenter, Friedrich-Ebert-Allee 1, 65185 Wiesbaden.

During the AGM, key points addressed by the Chairman of the Supervisory Board of Commerzbank, Jens Weidmann, and the speech of the CEO, Bettina Orlopp, will be broadcast live to the public (in German only) from 10.00 a.m. on www.commerzbank.de/agm. For registered shareholders of Commerzbank AG, the full AGM will also be streamed live on the InvestorPortal at www.commerzbank.de/agm beginning at 10.00 a.m. (CEST).

The letter from the Chairman of the Supervisory Board to the shareholders, published with the invitation, is also available at www.commerzbank.de/agm. The full text of the invitation to the AGM 2025, including the agenda and explanations for each item, can be found on that webpage as well. The manuscripts of the speech given by the CEO and the key points addressed by the Chairman of the Supervisory Board are expected to be published in advance on this [website](#) from 12 May 2025.

Of note are the following items on the agenda:

Resolution on the use of the retained profit (item 2)

The Board of Managing Directors and the Supervisory Board propose to use the profit for the 2024 financial year partially to distribute a dividend of €0.65 for each share of common stock entitled to a dividend (totalling around €733 m). The dividend payment complements the share buybacks carried out between November 2024 and March 2025, totalling €1 bn. Overall, the Bank will return a total of around €1.73 bn to its shareholders for the 2024 financial year.

Compensation of members of the Board of Managing Directors and Supervisory Board (items 7 and 8)

The Supervisory Board adjusted the remuneration system for members of the Board of Managing Directors, approved by the AGM in 2022, in February 2025. It takes into account regulatory requirements as well as the Regulation on the Requirements under Supervisory Law for Remuneration Systems of Institutions and the recommendations in the German Corporate Governance Code. Due to the amendments made to introduce a genuine long-term incentive with separate and future-oriented 3-year targets, along with a moderate adjustment of the remuneration level, the remuneration system for members of the Board of Managing Directors will again be submitted for approval to the AGM. The new remuneration system for members of the Board of Managing Directors is set to take effect on 1 January 2026. The AGM will also decide on an adjustment to the remuneration system for Supervisory Board members effective from 1 January 2026. The proposed changes concern the amount of the annual fixed compensation for Supervisory Board members as

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well as the amount of the additional fixed remuneration for membership in committees of the Supervisory Board.

Election of new Supervisory Board members (item 9)

Current Supervisory Board members Jutta A. Dönges and Gertrude Tumpel-Gugerell will resign from their mandates effective at the end of the AGM on 15 May 2025. It will be proposed to the AGM to elect Sabine Lautenschläger-Peiter (former member of the Executive Board of the European Central Bank) and Michael Gorriz (former Global Chief Information Officer of Standard Chartered Bank and the former Daimler AG) as successors to the Supervisory Board. It is intended to have the AGM decide on the new elections to the Supervisory Board by individual vote.

Authorisation for share buybacks (items 10 and 11)

The Bank intends to continue its capital return to shareholders through a combination of dividend payments and share buybacks. As Commerzbank has already partially exercised last year's AGM's authorisation for share buybacks with the buybacks for the 2024 financial year, this authorisation shall be renewed, allowing Commerzbank to acquire its own shares up to a volume of 10% of the share capital. The acquisition of shares should be able to be carried out via the stock exchange or through multilateral trading systems.

Shareholders who wish to participate in the AGM and exercise the voting rights must register by the end of 8 May 2025 and can prove shareholding for the record date of 23 April 2025.

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About Commerzbank

With its two business segments – Corporate Clients and Private and Small-Business Customers –, Commerzbank, as a full-service bank, offers a comprehensive portfolio of financial services. It is the leading bank for the German Mittelstand and a strong partner for around 24,000 corporate client groups. Commerzbank transacts approximately 30% of Germany's foreign trade financing. The Bank is present internationally in more than 40 countries in the corporate clients' business – wherever its Mittelstand clients, large corporates, and institutional clients need it. In addition, Commerzbank supports its international clients with a business relationship to Germany, Austria, or Switzerland and companies operating in selected future-oriented industries. With more than €400 bn assets under management, Commerzbank is also one of the leading banks for private and small-business customers in Germany. Under the brand Commerzbank, it offers a wide range of products and services with an omni-channel approach: online and mobile, via phone or video in the remote advisory centre, and personally in its around 400 branches. Under the brand comdirect, it offers all core services as a digital primary bank 24/7 and, as a performance broker, solutions for saving, investing, and securities trading. Its Polish subsidiary mBank S.A. is an innovative digital bank that serves approximately 5.8 million private and corporate customers, predominantly in Poland, as well as in the Czech Republic and Slovakia.

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This release contains forward-looking statements. Forward-looking statements are statements that are not historical facts. In this release, these statements concern inter alia the expected future business of Commerzbank, efficiency gains and expected synergies, expected growth prospects and other opportunities for an increase in value of Commerzbank as well as expected future financial results, restructuring costs and other financial developments and information. These forward-looking statements are based on the management's current plans, expectations, estimates and projections. They are subject to a number of assumptions and involve known and unknown risks, uncertainties and other factors that may cause actual results and developments to differ materially from any future results and developments expressed or implied by such forward-looking statements. Such factors include, amongst others, the conditions in the financial markets in Germany, in Europe, in the USA and other regions from which Commerzbank derives a substantial portion of its revenues and in which Commerzbank holds a substantial portion of its assets, the development of asset prices and market volatility, especially due to the ongoing European debt crisis, potential defaults of borrowers or trading counterparties, the implementation of its strategic initiatives to improve its business model, the reliability of its risk management policies, procedures and methods, risks arising as a result of regulatory change and other risks. Forward-looking statements therefore speak only as of the date they are made. Commerzbank has no obligation to update or release any revisions to the forward-looking statements contained in this release to reflect events or circumstances after the date of this release.

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