

Commerzbank Annual General Meeting

Voting on proposals contained in the agenda

19. May 2010

A total of 575,535,375 shares or 48.72% of the Bank's subscribed were represented at the AGM.

Item 2 of the agenda:

Resolution on granting discharge to the members of the Board of Managing Directors

- Number of shares for which valid votes were cast:
571,686,236
- In % of the statutory capital stock: 48.3925%
- Yes votes: 563,667,891 = 98.5974%
- No votes: 8,018,345 = 1.4026%

Item 3 of the agenda:

Resolution on granting discharge to the members of the Supervisory Board

- Number of shares for which valid votes were cast:
509,830,238
- In % of the statutory capital stock: 43.1565%
- Yes votes: 501,769,258 = 98.4189%
- No votes: 8,060,980 = 1.5811%

Item 4 of the agenda:

Approval of the remuneration system for members of the Board of Managing Directors

- Number of shares for which valid votes were cast:
277,121,311
- In % of the statutory capital stock: 23.4580%
- Yes votes: 268,736,837 = 96.9744%
- No votes: 8,384,474 = 3.0256%

Item 5 of the agenda:

Resolution on the appointment of the Auditor, the Group Auditor and the auditor to review the interim financial statements for the financial year 2010

- Number of shares for which valid votes were cast:
574,274,503
- In % of the statutory capital stock: 48.6116%
- Yes votes: 571,980,859 = 99.6006%
- No votes: 2,293,644 = 0.3994%

Item 6 of the agenda:

Resolution on the appointment of the auditor to review the interim financial statements for the first quarter of the 2011 financial year

- Number of shares for which valid votes were cast:
574,249,088
- In % of the statutory capital stock: 48.6094%
- Yes votes: 572,008,424 = 99.6098%
- No votes: 2,240,664 = 0.3902%



Item 7 of the agenda:

Resolution on the authorization for Commerzbank Aktiengesellschaft to purchase its own shares for the purpose of securities trading, pursuant to Art. 71 (1) 7, Stock Corporation Act

- Number of shares for which valid votes were cast:
572,244,266
- In % of the statutory capital stock: 48.4397%
- Yes votes: 568,300,980 = 99.3109%
- No votes: 3,943,286 = 0.6891%

Item 8 of the agenda:

Resolution on the cancellation of Authorized Capitals 2009/I, 2009/II and 2006/III, the authorization for the Board of Managing Directors to increase the Company's share capital (Authorized Capital 2010) – with the possibility of excluding shareholders' pre-emptive rights pursuant to Art. 186 (3) 4 Stock Corporation Act and making use contributions in kind – and on the corresponding amendments to the Articles of Association

- Number of shares for which valid votes were cast:
574,233,028
- In % of the statutory capital stock: 48.6081%
- Yes votes: 564,344,113 = 98.2779%
- No votes: 9,888,915 = 1.7221%

Item 9 of the agenda:

Resolution on the authorization for the Board of Managing Directors to issue convertible bonds, bonds with warrants or profit-sharing certificates (both with and without conversion or option rights) with the possibility of excluding shareholders' pre-emptive rights and to conditionally raise the share capital (Authorization 2010) – and also to amend the Articles of Association

- Number of shares for which valid votes were cast:
574,123,637
- In % of the statutory capital stock: 48.5988%
- Yes votes: 566,512,936 = 98.6744%
- No votes: 7,610,701 = 1.3256%

Item 10 of the agenda:

Resolution on the granting of an exchange right in favour of the Financial Market Stabilisation Fund and the conditional creation of a Conditional Capital 2010/II pursuant to § 7a of the Financial Market Stabilisation (Acceleration) Act, and amendment to the Articles of Association

- Number of shares for which valid votes were cast:
574,225,856
- In % of the statutory capital stock: 48.6075%
- Yes votes: 567,666,138 = 98.8576%
- No votes: 6,559,718 = 1.1424%

Item 11 of the agenda:

Resolution on an amendment to the Articles of Association to reflect the entry into force of the Act Implementing the Shareholders' Rights Directive (ARUG)

- Number of shares for which valid votes were cast:
574,311,399
- In % of the statutory capital stock: 48.6147%
- Yes votes: 573,236,377 = 99.8128%
- No votes: 1,075,022 = 0.1872%

Item 12 of the agenda:

Withdrawal of confidence from all members of the Board of Managing Directors of Commerzbank AG in accordance with § 84 (3) 2, Stock Corporation Act

- Number of shares for which valid votes were cast:
566,156,316
- In % of the statutory capital stock: 47.9244%
- Yes votes: 14,796,543 = 2.6135%
- No votes: 551,359,773 = 97.3865%

Item 13 of the agenda:

Removal of the representative of Allianz, Dr. Helmut Perlet, from the Supervisory Board of Commerzbank pursuant to § 103 (1) Stock Corporation Act, and appointment of a new member of the Supervisory Board pursuant to § 101 (1) Stock Corporation Act

- Number of shares for which valid votes were cast:
565,919,184
- In % of the statutory capital stock: 47.9043%
- Yes votes: 15,284,370 = 2.7008%
- No votes: 550,634,814 = 97.2992%

Item 14 of the agenda:

Appointment of special auditors pursuant to § 142 (1) Stock Corporation Act for the purpose of examining the processes implemented by the management relating to the acquisition of the 100% stake in Dresdner Bank AG from Allianz, subsequent actions and the resulting merger of Commerzbank and Dresdner Bank

- Number of shares for which valid votes were cast:
458,472,874
- In % of the statutory capital stock: 38.8091%
- Yes votes: 35,555,745 = 7.7553%
- No votes: 422,917,129 = 92.2447%

Item 15 of the agenda:

Appointment of special auditors pursuant to § 142 (1) Stock Corporation Act to examine management actions in connection with the conduct of the Board of Managing Directors and the Supervisory Board both before and after signing the agreement to acquire Dresdner Bank AG, the acquisition by the Company of a 100% stake in Dresdner Bank from the Allianz Group and the subsequent merger of Commerzbank AG with Dresdner Bank AG without the approval of the General Meeting of Commerzbank AG

- Number of shares for which valid votes were cast:
566,646,617
- In % of the statutory capital stock: 47.9659%
- Yes votes: 34,869,502 = 6.1537%
- No votes: 531,777,115 = 93.8463%