

Commerzbank Annual General Meeting

Voting on proposals contained in the agenda

May 6, 2011

A total of shares 634,862,196 or 47.4179% of the Bank's subscribed capital were represented at the AGM

Proposal to withdraw item 7 to 12 on the agenda

- Number of shares for which valid votes were cast:
530,435,107
- In % of the statutory capital stock: 39.6182%
- Yes votes: 2,662,351 = 0.5019%
- No votes: 527,772,765 = 99.4981%

Item 2 on the agenda:

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

- Number of shares for which valid votes were cast:
631,929,092
- In % of the statutory capital stock: 47.1988%
- Yes votes: 625,866,041 = 99.0405%
- No votes: 6,063,051 = 0.9595%

Item 3 on the agenda:

Resolution on granting discharge to the members of the Supervisory Board

- Number of shares for which valid votes were cast:
626,080,621
- In % of the statutory capital stock: 46.7620%
- Yes votes: 619,788,767 = 98.9950%
- No votes: 6,291,854 = 1.0050%

Item 4 on 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 2011

- Number of shares for which valid votes were cast:
631,637,614
- In % of the statutory capital stock: 47.1770%
- Yes votes: 628,042,310 = 99.4308%
- No votes: 3,595,304 = 0.5692%

Item 5 on the agenda:

Resolution on the appointment of the auditor to review the interim financial statements for the first quarter of the 2012 financial year

- Number of shares for which valid votes were cast:
631,483,213
- In % of the statutory capital stock: 47.1655%
- Yes votes: 627,878,120 = 99.4291%
- No votes: 3,605,093 = 0.5709%

Item 7 on the agenda:

Resolution on an ordinary reduction in capital pursuant to §§ 222 et seq, Stock Corporation Act in conjunction with § 7 para, 6 of the Financial Market Stabilization Acceleration Act (FMStBG) for the purpose of allocating part of the share capital to the Company's capital reserves by means of a reduction in the proportional amount of share capital per no-par-value share

- Number of shares for which valid votes were cast:
631,264,805
- In % of the statutory capital stock: 47.1492%
- Yes votes: 624,305,670 = 98.8976%
- No votes: 6,959,135 = 1.1024%

Item 7a on the agenda:

Special resolution of the holders of ordinary shares with the securities code number 803 200 on the resolution of the Annual General Meeting under item 7 on the Agenda (ordinary reduction in capital pursuant to §§ 222 et seq, Stock Corporation Act in conjunction with § 7 para, 6 of the Financial Market Stabilization Acceleration Act (FMStBG) for the purpose of allocating part of the share capital to the Company's capital reserves by means of a reduction in the proportional amount of share capital per no-par-value share

- Number of shares for which valid votes were cast:
591,810,725
- In % of the statutory capital stock: 45.5418%
- Yes votes: 584,890,129 = 98.8306%
- No votes: 6,920,596 = 1.1694%

Item 7b on the agenda:

Special resolution of the holders of ordinary shares with the securities code number A1H 3YY on the resolution of the Annual General Meeting under item 7 on the Agenda (ordinary reduction in capital pursuant to §§ 222 et seq, Stock Corporation Act in conjunction with § 7 para, 6 of the Financial Market Stabilization Acceleration Act (FMStBG) for the purpose of allocating part of the share capital to the Company's capital reserves by means of a reduction in the proportional amount of share capital per no-par-value share)

- Number of shares for which valid votes were cast:
39,378,430
- In % of the statutory capital stock: 100.0000%
- Yes votes: 39,378,430 = 100.0000%
- No votes: 0 = 0.0000%

Item 8 on the agenda:

Resolution on the granting of a conversion right to the Financial Market Stabilization Fund and the creation of a Conditional Capital 2011/I pursuant to § 7a of the Financial Market Stabilization Acceleration Act (FMStBG), and amendment to the Articles of Association

- Number of shares for which valid votes were cast:
631,258,160
- In % of the statutory capital stock: 47.1487%
- Yes votes: 624,264,545 = 98.8921%
- No votes: 6,993,615 = 1.1079%

Item 8a on the agenda:

Special resolution by the holders of ordinary shares with the securities code number 803 200 with respect to the AGM resolution under item 8 on the Agenda (granting of a Conversion Right to the Financial Market Stabilization Fund and the creation of a Conditional Capital 2011/I pursuant to § 7a of the Financial Market Stabilization Acceleration Act (FMStBG), and amendment to the Articles of Association)

- Number of shares for which valid votes were cast:
591,790,165
- In % of the statutory capital stock: 45.5402%
- Yes votes: 584,756,288 = 98.8114%
- No votes: 7,033,877 = 1.1886%

Item 8b on the agenda:

Special resolution by the holders of ordinary shares with the securities code number 803 200 with respect to the AGM resolution under item 8 on the Agenda (granting of a Conversion Right to the Financial Market Stabilization Fund and the creation of a Conditional Capital 2011/I pursuant to § 7a of the Financial Market Stabilization Acceleration Act (FMStBG), and amendment to the Articles of Association)

- Number of shares for which valid votes were cast:
39,378,430
- In % of the statutory capital stock: 100.0000%
- Yes votes: 39,378,430 = 100.0000%
- No votes: 0 = 0.0000%

Item 9 on the agenda:

Resolution on the increase in share capital pursuant to § 7 of the Financial Market Stabilization Acceleration Act by a nominal amount of up to €10,000,000,000,00 through the issuance of new no-par-value shares against cash contributions and the partial contribution of silent participations from the silent partnerships entered into by the Financial Market Stabilization Fund, exclusion of shareholders' pre-emptive rights for fractional amounts and amendment to the Articles of Association

- Number of shares for which valid votes were cast:
631,267,708
- In % of the statutory capital stock: 47.1494%
- Yes votes: 624,244,214 = 98.8874%
- No votes: 7,023,494 = 1.1126%

Item 9a on the agenda:

Special resolution by the holders of ordinary shares with the securities code number 803 200 with respect to the Annual General Meeting resolution under item 9 on the Agenda (Increase in share capital pursuant to § 7 of the Financial Market Stabilization Acceleration Act (FMStBG) up to a nominal amount of €10,000,000,000,00, through the issuance of new no-par-value shares for cash contributions and the partial contribution of silent participations from the silent partnerships entered into by the Financial Market Stabilization Fund and amendment to the Articles of Association),

- Number of shares for which valid votes were cast:
591,760,154
- In % of the statutory capital stock: 45.5379%
- Yes votes: 584,862,948 = 98.8345%
- No votes: 6,897,206 = 1.1655%

Item 9b on the agenda:

Special resolution by the holders of ordinary shares with the securities code number A1H 3YY with respect to the Annual General Meeting resolution under item 9 on the Agenda (Increase in share capital pursuant to § 7 of the Financial Market Stabilization Acceleration Act (FMStBG) up to a nominal amount of €10,000,000,000,00, through the issuance of new no-par-value shares for cash contributions and the partial contribution of silent participations from the silent partnerships entered into by the Financial Market Stabilization Fund and amendment to the Articles of Association)

- Number of shares for which valid votes were cast:
39,378,430
- In % of the statutory capital stock: 100.0000%
- Yes votes: 39,378,430 = 100.0000%
- No votes: 0 = 0.0000%

Item 10 of the agenda:

Resolution on the cancellation of Authorized Capital 2010 and 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 § 186 para, 3 sentence 4 Stock Corporation Act and making use of contributions in kind – and on the corresponding amendments to the Articles of Association

- Number of shares for which valid votes were cast:
631,861,901
- In % of the statutory capital stock: 47.1938%
- Yes votes: 624,133,950 = 98.7770%
- No votes: 7,727,951 = 1.2230%

Item 10a on the agenda:

Special resolution by the holders of ordinary shares with the securities code number 803 200 with respect to the Annual General Meeting resolution under item 10 on the Agenda (Cancellation of Authorized Capital 2010, authorization for the Board of Managing Directors to increase the Company's share capital (Authorized Capital 2011) – with the possibility of excluding shareholders' pre-emptive rights pursuant to § 186 para, 3 sentence 4 Stock Corporation Act and making use of non-cash contributions – and on the corresponding amendments to the Articles of Association)

- Number of shares for which valid votes were cast:
592,346,222
- In % of the statutory capital stock: 45.5830%
- Yes votes: 584,723,920 = 98.7132%
- No votes: 7,622,302 = 1.2868%

Item 10b of the agenda:

Special resolution by the holders of ordinary shares with the securities code number A1H 3YY with respect to the Annual General Meeting resolution under item 10 on the Agenda (Cancellation of Authorized Capital 2010, authorization for the Board of Managing Directors to increase the Company's share capital (Authorized Capital 2011) – with the possibility of excluding shareholders' pre-emptive rights pursuant to § 186 para, 3 sentence 4 Stock Corporation Act and making use of non-cash contributions – and on the corresponding amendments to the Articles of Association)

- Number of shares for which valid votes were cast:
39,378,430
- In % of the statutory capital stock: 100.0000%
- Yes votes: 39,378,430 = 100.0000%
- No votes: 0 = 0.0000%

Item 11 on 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' preemptive rights and to conditionally raise the share capital (Authorization 2011) and also to amend the Articles of Association

- Number of shares for which valid votes were cast:
631,844,206
- In % of the statutory capital stock: 47.1925%
- Yes votes: 624,218,429 = 98.7931%
- No votes: 7,625,777 = 1.2069%

Item 11a on the agenda:

Special resolution by the holders of ordinary shares with the securities code number 803 200 with respect to the Annual General Meeting resolution under item 11 on the Agenda (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 increase the share capital (Authorization 2011) and also to amend the Articles of Association)

- Number of shares for which valid votes were cast:
592,365,136
- In % of the statutory capital stock: 45.5845%
- Yes votes: 584,757,926 = 98.7158%
- No votes: 7,607,210 = 1.2842%

Item 11b on the agenda:

Special resolution by the holders of ordinary shares with the securities code number A1H 3YY with respect to the Annual General Meeting resolution under item 11 of the Agenda (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 increase the share capital (Authorization 2011) and also to amend the Articles of Association)

- Number of shares for which valid votes were cast:
39,378,430
- In % of the statutory capital stock: 100.0000%
- Yes votes: 39,378,430 = 100.0000%
- No votes: 0 = 0.0000%

Item 12 of the agenda:

Resolution on the cancellation of Conditional Capital 2009 and Conditional Capital 2010/II as well as the creation of a Conditional Capital 2011/III pursuant to § 7a of the FMStBG, and amendment to the Articles of Association

- Number of shares for which valid votes were cast:
631,204,396
- In % of the statutory capital stock: 47.1447%
- Yes votes: 624,428,800 = 98.9266%
- No votes: 6,775,596 = 1.0734%

Item 12a on the agenda:

Special resolution by the holders of ordinary shares with the securities code number 803 200 with respect to the Annual General Meeting resolution under item 12 on the Agenda (Cancellation of Conditional Capital 2009 and Conditional Capital 2010/II and creation of a Conditional Capital 2011/III pursuant to § 7a of the Financial Market Stabilization Acceleration Act (FMStBG), and amendment to the Articles of Association)

- Number of shares for which valid votes were cast:
591,694,178
- In % of the statutory capital stock: 45.5329%
- Yes votes: 584,937,654, = 98.8581%
- No votes: 6,756,524 = 1.1419%

Item 12b on the agenda:

Special resolution by the holders of ordinary shares with the securities code number A1H 3YY with respect to the Annual General Meeting resolution under item 12 on the Agenda (Cancellation of Conditional Capital 2009 and Conditional Capital 2010/II and creation of a Conditional Capital 2011/III pursuant to § 7a of the Financial Market Stabilization Acceleration Act (FMStBG), and amendment to the Articles of Association)

- Number of shares for which valid votes were cast:
39,378,430
- In % of the statutory capital stock: 100.0000%
- Yes votes: 39,378,430 = 100.0000%
- No votes: 0 = 0.0000%

Item 13 on the agenda:

Resolution on an amendment to § 14 para, 1 of the Articles of Association

- Number of shares for which valid votes were cast:
629,928,474
- In % of the statutory capital stock: 47.0494%
- Yes votes: 626,901,574 = 99.5195%
- No votes: 3,026,900 = 0.4805%

Item 14 on the agenda:

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

- Number of shares for which valid votes were cast:
564,763,823
- In % of the statutory capital stock: 42.1822%
- Yes votes: 15,596,752 = 2.7616%
- No votes: 549,167,071 = 97.2384%