

Invitation to the Annual General Meeting on 19 April 2013

Commerzbank Aktiengesellschaft

Commerzbank Aktiengesellschaft

Frankfurt am Main

General shareholders meeting hotline:

Tel. +49 800 800 4525

German Securities Identification Number

(Wertpapier-Kenn-Nummer, "WKN"): 803 200

ISIN: DE 0 008 032 004

Invitation*

Dear shareholders,

we hereby invite you to the **regular general shareholders meeting** of Commerzbank Aktiengesellschaft which will take place **on Friday, 19 April 2013, starting at 10:00 hours (Central European Summer Time – CEST)** in the Messehalle 1, Messe Frankfurt Ludwig-Erhard-Anlage 1, 60327 Frankfurt am Main. The agenda for the general shareholders meeting contains agenda items which relate to measures under the German Financial Markets Stabilization Acceleration Act (*Finanzmarktstabilisierungsbeschleunigungsgesetz*). The Executive Board has used the possibility that exists in this case to shorten the notice period for convening the general shareholders meeting.

We appreciate your understanding that we had to prepone the date of the general shareholders meeting and hope that this will not cause any inconvenience to you.

* This translation is intended for convenience purposes only and solely the German version of the invitation to and the Agenda of the Annual General Meeting of shareholders shall be binding.

Agenda

- 1. Presentation of the adopted annual financial statements and the management report (including the explanatory report on the information pursuant to § 289 paragraph 4 and paragraph 5 German Commercial Code (*Handelsgesetzbuch*, "HGB") for the fiscal year 2012, submission of the approved consolidated financial statements and the group management report (including the explanatory report on the information pursuant to § 315 paragraph 2 no. 5 and paragraph 4 HGB) for the fiscal year 2012, the report by the Supervisory Board, the corporate governance and remuneration report for the fiscal year 2012**

In accordance with §§ 172, 173 German Stock Corporations Act (*Aktiengesetz*, "AktG"), no resolution is required for item 1 of the agenda because the Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Executive Board and the annual financial statements are, therefore, adopted. § 175 paragraph 1 sentence 1 AktG only provides that the Executive Board must convene the general shareholders meeting in order to receive, among other items, the adopted annual financial statements and the management report as well as in order to adopt a resolution about the use of any distributable profits and, in the case of a parent company, also receiving the consolidated financial statements approved by the Supervisory Board and the group management report. The above referenced documents will be explained in more detail in the general shareholders meeting.

- 2. Resolution on the ratification of actions by the members of the Executive Board**

The Executive Board and the Supervisory Board propose to ratify the actions (*Entlastung*) of the members of the Executive Board who were in office in the fiscal year 2012.

- 3. Resolution on the ratification of actions by the members of the Supervisory Board**

The Executive Board and the Supervisory Board propose to ratify the actions of the members of the Supervisory Board who were in office in the fiscal year 2012.

- 4. Election of the auditor of the annual financial statements, the auditor of the consolidated financial statements and the auditor for the audit review of the interim financial reports for the fiscal year 2013**

The Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be elected as the auditor of the annual financial statements and the auditor of the consolidated financial statements and the auditor for the audit review of the interim financial reports for the fiscal year 2013. The proposal is based on the recommendation of the audit committee.

- 5. Election of the auditor for the audit review of the interim financial report for the first quarter of the fiscal year 2014**

The Supervisory Board proposes that PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be elected as the auditor for the audit review of the interim financial report for the first quarter of the fiscal year 2014. The proposal is based on the recommendation of the audit committee.

- 6. New election of members and substitute members in the Supervisory Board**

The term of office of all members of the Supervisory Board representing the shareholders ends upon the end of the general shareholders meeting on 19 April 2013 so that a new election by the general shareholders meeting is required.

The Supervisory Board consists of ten members representing the shareholders and ten members representing the employees in accordance with §§ 96 paragraph 1, 101 paragraph 1 AktG, § 7 paragraph 1 sentence 1 no. 3 German Act on Co-determination (*Mitbestimmungsgesetz*, "MitbestG") and § 11 paragraph 1 of the Articles of Association.

The general shareholders meeting is not bound by the nominations when electing representatives of the shareholders. The following nominations take into account the goals published in the corporate governance report which the Supervisory Board established for the composition of this body on 7 November 2012 in accordance with section 5.4.1 para. 2 of the German Corporate Governance Code in the version dated 15 May 2012.

The Supervisory Board proposes the following resolution:

a) The following designated persons are elected to the Supervisory Board as representatives of the shareholders in accordance with § 11 paragraph 2 of the Articles of Association for the period from the end of the general shareholders meeting on 19 April 2013 until the end of the general shareholders meeting which resolves about the ratification of actions for the fiscal year 2017.

aa) Dr. Nikolaus von Bomhard
Chairman of the executive board of Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft Munich

bb) Karl-Heinz Flöther
Independent management consultant Kronberg

cc) Prof. Dr.-Ing. Dr. Ing. E. h. Hans-Peter Keitel
Vice President of the Federal Association of German Industry (*Bundesverband der Deutschen Industrie*) Essen

dd) Dr. Markus Kerber
Chief Executive Director of the Federal Association of German Industry (*Bundesverband der Deutschen Industrie*) Berlin

ee) Prof. h.c. (CHN) Dr. rer. oec. Ulrich Middelman
Former vice-chairman of the executive board of ThyssenKrupp AG Bochum

ff) Klaus-Peter Müller
Chairman of the Supervisory Board of Commerzbank Aktiengesellschaft Bad Homburg

gg) Dr. Helmut Perlet
Chairman of the Supervisory Board of Allianz SE Pähl-Aidenried

hh) Petra Schadeberg-Herrmann
Managing shareholder of Krombacher Finance GmbH Kreuztal-Krombach

ii) Dr. Marcus Schenck
Member of the executive board of E.ON AG Düsseldorf

jj) Dr. Gertrude Tumpel-Gugerell
(Retired) Director of the European Central Bank Vienna, Austria

It is envisaged to have the general shareholders meeting decide about the new election to the Supervisory Board by way of an individual vote.

If he is elected, Mr. Klaus-Peter Müller is supposed to be proposed to the members of the Supervisory Board as the candidate for the chairman of the Supervisory Board.

b) The following persons are elected as substitute members of the Supervisory Board for the above mentioned representatives of the shareholders:

aa) Dr. Roger Müller
Managing Director and General Counsel of Deutsche Börse AG Holzkirchen

bb) Solms U. Wittig
Chief Legal Officer and Chief Compliance Officer of Linde AG Gauting

The substitute members will become members of the Supervisory Board in the listed sequence if members of the Supervisory Board representing the shareholders or if substitute members who have taken the place of such members in the Supervisory Board leave office and the general shareholders meeting does not elect a successor prior to the departure. The term of office of substitute members taking the place of former members in the Supervisory Board ends at the end of the general shareholders meeting in which a successor is elected for the respectively replaced member of the Supervisory Board, but at the latest at that point in time when the regular terms of office of the latter would have expired. A substitute member taking the place in the Supervisory Board again obtains the position as a substitute member in the above listed sequence if the general shareholders meeting conducts a new election for a member of the Supervisory Board who has left office early and been replaced by the substitute member.

The mandates of the individuals proposed for election as representatives of the shareholders in the Supervisory Board and of the substitute members in supervisory boards required to be established by law and comparable domestic and foreign supervisory bodies (§ 125 paragraph 1 sentence 5 AktG) are listed in the annex to item 6 of this agenda.

With regard to section 5.4.1 of the German Corporate Governance Code in the version dated 15 May 2012, the declaration is made that, in the view of the Supervisory Board, none of the nominated candidates has any personal or business relationship to Commerzbank Aktiengesellschaft or its group companies, its corporate bodies or to any material shareholder in Commerzbank Aktiengesellschaft or an affiliated enterprise of such a shareholder which must be disclosed. As a precautionary matter, it is pointed out that Dr. Nikolaus von Bomhard and Dr. Markus Kerber are being proposed for election to the Supervisory Board at the suggestion of the German Financial Market Stabilization Fund (*Finanzmarktstabilisierungsfonds*), represented by the Federal Agency for Financial Market Stabilization (*Bundesanstalt für Finanzmarktstabilisierung*). The Financial Market Stabilization Fund has a participation of 25% plus one share in the share capital of Commerzbank Aktiengesellschaft. According to the amendment agreement to the framework agreement regarding the grant of stabilization measures between the Financial Market Stabilization Fund and Commerzbank Aktiengesellschaft of 19 May 2009, the Financial Market Stabilization Fund can nominate two candidates for the Supervisory Board so long as the above mentioned participation in the capital exists and does not fall below 10%.

7. Resolution on the reduction of the share capital by way of the redemption of 7 shares by the Company pursuant to § 237 paragraph 1 sentence 1 2nd case in conjunction with paragraph 3 no. 1 AktG in conjunction with § 7 paragraph 6 Financial Market Stabilization Acceleration Act

In order to completely repay the existing silent contributions by the Financial Market Stabilization Fund and of AZ-Arges Vermögensverwaltungsgesellschaft mbH and to improve the Company's equity capital structure in light of the changes under the rules "Basel III" of the Basel Committee of the Bank for International Settlements, the Company has developed a transaction structure which provides for a reduction of capital by a reverse share split (agenda item 8) and a subsequent capital increase in a nominal amount of up to €2,272,727,272.00 on the basis of a direct resolution (agenda item 9). The redemption of a few shares of the Company in

advance under this agenda item 7, which shares are being provided to the Company by a shareholder free of charge (§ 237 paragraph 1 sentence 1 2nd case in conjunction with paragraph 3 no. 1 AktG in conjunction with § 7 paragraph 6 Financial Market Stabilization Acceleration Act (FMStBG)) is a prerequisite in order to carry out the reduction of capital proposed in agenda item 8 by a reverse share split in an even relationship for such reverse share split. After redemption of the shares that are being provided free of charge, share capital will exist which is divisible by the contemplated ratio for the reverse share split without fractions arising.

The Executive Board and the Supervisory Board propose the following resolution:

a) The share capital of the Company in the amount of €5,829,513,857.00, divided into 5,829,513,857 bearer shares with no par value, each representing a proportionate amount in the share capital of €1.00, is reduced by €7.00 to €5,829,513,850.00 by way of a reduction of capital in the form of redemption of shares pursuant to § 237 paragraph 1 sentence 1 2nd case in conjunction with paragraph 3 no. 1 AktG in conjunction with § 7 paragraph 6 FMStBG. This reduction is carried out by redeeming 7 shares with no par value, each representing a proportionate amount in the share capital of €1.00, thus, a total of €7.00, for which the issuing price has been fully paid and which are being provided by one shareholder to the Company free of charge and are accordingly acquired by the Company. This reduction of capital serves exclusively the purpose of establishing a number for the share capital which allows an even ratio when combining shares for the purpose of implementing the reduction of capital by way of a reverse share split proposed under agenda item 8. The amount of €7.00 of the share capital attributable to the redeemed shares will be allocated to the capital reserve of the Company in accordance with § 266 paragraph 3 A II HGB.

b) § 4 paragraph 1 of the Articles of Association (Share Capital) will read as follows when the reduction of capital takes effect:

"(1) The share capital amounts to €5,829,513,850.00. It is divided into 5,829,513,850 shares with no par value."

8. Resolution on the normal reduction of the share capital by combining shares for the purpose of allocating part of the share capital to the capital reserve pursuant to §§ 222 et seq. AktG in conjunction with § 7 paragraph 6 German Financial Market Stabilizing Acceleration Act

The share capital of Commerzbank Aktiengesellschaft shall be reduced pursuant to §§ 222 et seq. AktG in conjunction with § 7 paragraph 6 German Financial Market Stabilization Acceleration Act (FMStBG) in order to enable carrying out the subsequent increase of the share capital on the basis of the resolution to be adopted under agenda item 9 for the purpose of completely repaying the existing silent contributions of the Financial Market Stabilization Fund and AZ-Arges Vermögensverwaltungsgesellschaft mbH.

As a purely accounting measure, the reduction results only in a reclassification on the liabilities side of the balance sheet of Commerzbank Aktiengesellschaft from “Subscribed Capital” to the “Capital Reserve” which is not subject to distributions. The equity capital structure and the value of the Company are not changed. After the redemption of 7 shares on the basis of the resolution in agenda item 7, the number of issued shares is supposed to be reduced on the basis of the resolution under agenda item 8 by combining shares in a ratio of 10 to 1 from 5,829,513,850 to 582,951,385. This measure increases the difference between the stock exchange price for the shares expected after carrying out the reduction of capital and the lowest proportionate amount of the share capital per share with no par value. Thus, with regard to the minimum issuance price pursuant to § 9 para. 1 AktG, this permits the underwriting obligation of a bank syndicate in a volume of €2.5bn at standard market conditions in connection with the capital increase proposed under agenda item 9 for a period from the announcement of the capital increase until the likely conclusion at the beginning of June 2013.

The Executive Board and the Supervisory Board proposed to resolve as follows:

- a) The share capital of Commerzbank Aktiengesellschaft of €5,829,513,850.00 existing after the prior redemption of 7 shares, divided into 5,829,513,850 bearer shares with no par value, each representing a proportionate amount of the share capital of €1.00, is reduced by €5,246,562,465.00 to €582,951,385.00 in accordance with the provisions regarding a regular reduction of capital under §§ 222 et seq. AktG in conjunction with § 7 paragraph 6 FMStBG for the purpose of allocating part of the share capital to the capital reserve of the Company, in a

way that every ten shares will be combined to be one share.

The amount of the reduction of €5,246,562,465.00 will be allocated to the capital reserve of the Company under § 266 paragraph 3 A II HGB.

The Executive Board is authorized to decide about the further details of carrying out the resolution with the consent of the Supervisory Board.

- b) § 4 paragraph 1 of the Articles of Association (Share Capital) will have the following version when the capital reduction takes effect:

“(1) The share capital amounts to €582,951,385.00. It is divided into 582,951,385 shares with no par value.”

- c) The Executive Board is instructed to file the capital reduction for registration with the commercial register in a way that this is only registered in the commercial register after the capital reduction under agenda item 7 has been registered in the commercial register and the redemption of 7 shares has been carried out.

9. Resolution on the increase of the share capital pursuant to § 7 Financial Market Stabilization Acceleration Act by a nominal amount of up to €2,272,727,272.00 by issuing new shares for cash contributions and partially for the contribution of parts of the silent contribution under the silent partnership entered into by the Financial Market Stabilization Fund as well as exclusion of the subscription right of the shareholders for a fractional amount

In order to completely repay the existing silent contributions of the Financial Market Stabilization Fund and AZ-Arges Vermögensverwaltungsgesellschaft mbH and to improve the Company's equity capital structure with regard to the changes under the rules “Basel III” of the Basel Committee of the Bank for International Settlements, the Company intends to carry out a capital increase by a nominal amount of up to €2,272,727,272.00. As a result of the capital increase pursuant to § 7 German Financial Stabilization Acceleration Act (FMStBG) proposed in the following resolution, the funds required for this shall be obtained, and at the same time parts of the silent contribution under the silent partnership entered into by the Financial Market Stabilization Fund are supposed to be contributed in exchange for the issuance of new shares in the Company.

The Executive Board and the Supervisory Board propose to resolve as follows:

- a) The share capital of the Company, which has been reduced to €582,951,385.00 pursuant to the resolution under agenda item 8 and the partial contribution of the silent contribution under the silent partnership entered into by the Financial Market Stabilization Fund, is increased by up to €2,272,727,272.00 to an amount of up to €2,855,678,657.00 by issuing up to 2,272,727,272 new bearer shares with no par value, each representing a proportionate amount in the share capital of €1.00. The new shares will be issued at the lowest issuing price of €1.00 per share with no par value and are authorized to participate in the profit for the time after 1 January 2013.

The final number of the new shares with no par value to be issued under this capital increase is limited to that maximum amount which results from dividing the intended gross proceeds of the issuance in an amount of €2.5bn by the subscription price finally to be determined pursuant to lit. b) by the Executive Board and the Supervisory Board. The nominal volume of the capital increase results from multiplying the number of shares determined in this manner with €1.00. In this context, the resulting gross proceeds of the issuance can be an amount in Euro with up to two decimal places for the purpose of establishing a practical subscription ratio. The result must be rounded up respectively to a full Euro cent amount or a full number of shares. § 182 paragraph 1 sentence 5 AktG must be observed.

The statutory subscription right is granted to the shareholders except for the Financial Market Stabilization Fund in such a manner that the new shares are subscribed to by one or more credit institutions at the lowest issuing price together with the obligation (i) to offer them to the shareholders of the Company at a subscription price still to be set and – after deduction of reasonable commission, costs and expenses – (ii) to pass on any additional proceeds to the Company (indirect subscription right). The subscription must be offered to the shareholders in a subscription ratio (old to new shares) which corresponds to the ratio of the number of shares issued on the date of publication of the subscription offer in the Federal Gazette (*Bundesanzeiger*) to the number of the shares to be newly issued in the context of a capital increase in accordance with the preceding paragraph. The subscription ratio must be rounded up to two decimal places. Any fractional amount is excluded from the subscription right of the shareholders.

The Financial Market Stabilization Fund is granted a direct subscription right. It shall hereby have the right when exercising its subscription right to contribute for each subscribed share a portion of the Financial Market Stabilization Fund's silent contributions from the silent partnership entered into by the Financial Market Stabilization Fund on 17 December 2008 in the version dated 29 June 2012 instead of a corresponding cash contribution pursuant to § 7 paragraph 4 sentence 2 FMStBG in conjunction with § 194 paragraph 1 sentence 2 German Stock Corporations Act. The portion of the silent contribution contributed per share corresponds in amount to the subscription price for the share.

According to a declaration by the Executive Board the issuance of shares for cash contributions will occur in order to use the received funds by the Company, after deduction of the costs of the issue, primarily for the full repayment of the existing silent contribution of the Financial Market Stabilization Fund.

- b) The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation, especially the further terms and conditions for the issuance of the new shares and the subscription price. The determination of the subscription price per share will be made by the Executive Board with the consent of the Supervisory Board by taking into account the current situation in the market and a risk discount. The Company bears the costs of the capital increase and its implementation.
- c) The resolution on the increase of the share capital will become invalid if the implementation of the capital increase has not been registered with the commercial register at the Local Court (*Amtsgericht*) Frankfurt am Main by the end of 30 September 2013. The Executive Board is instructed to file the capital increase as well as its implementation with the commercial register in such a manner that the new shares can only arise after registration of the implementation of the regular capital reduction to be resolved under agenda item 8.
- d) The Supervisory Board is authorized to adapt the version of § 4 paragraph 1 of the Articles of Association of the Company in order to reflect the implementation of the capital increase.

10. Cancellation of the Authorized Capital 2012/II (§ 4 paragraph 7 of the Articles of Association), the Conditional Capital 2011/III (§ 4 paragraph 5 of the Articles of Association) and the Conditional Capital 2012/II (§ 4 paragraph 8 of the Articles of Association)

The Executive Board is authorized to increase the share capital of the Company until 22 May 2017 with the consent of the Supervisory Board by issuing new shares with no par value in exchange for cash contributions and/or partial or complete contribution of the silent contributions under the silent partnerships entered into by AZ-Arges Vermögensverwaltungsgesellschaft mbH and the Financial Market Stabilization Fund once or multiple times, but by a maximum total of €2,455,000,000.00 (Authorized Capital 2012/II under § 4 paragraph 7 of the Articles of Association).

By the resolution of the general shareholders meeting of 15 May 2009 (item 12 of the agenda at that time) and by the resolution of the general shareholders meeting of 19 May 2010 (item 10 of the agenda at that time) on the basis of § 15 paragraph 2 German Financial Market Stabilization Acceleration Act the Financial Market Stabilization Fund was also granted the right to demand from the Company the issuance of shares to the Financial Market Stabilization Fund in exchange for full or partial contribution of the silent contributions made to Commerzbank Aktiengesellschaft in order to maintain its proportionate participation in the share capital of the Company in the amount of 25% plus one share in the case of further capital increases. In order to provide the basis for this right of exchange, the general shareholders meetings on 6 May 2011 and 23 May 2012 resolved conditional capital by up to €709,312,132.00 by issuing up to 709,312,132 new bearer shares with no par value (Conditional Capital 2011/III under § 4 paragraph 5 of the Articles of Association) as well as conditional capital of up to €935,000,000.00 by issuing up to 935,000,000 new bearer shares with no par value (Conditional Capital 2012/II pursuant to § 4 paragraph 8 of the Articles of Association) in accordance with § 7 a German Financial Market Stabilization Acceleration Act.

After implementation of the capital measures proposed for resolution under agenda items 7, 8 and 9, the remaining outstanding silent contributions of AZ-Arges Vermögensverwaltungsgesellschaft mbH and the Financial Market Stabilization Fund will have been completely repaid. The existing Authorized Capital 2012/II and the existing Conditional Capital 2011/III and 2012/II will accordingly no longer be needed and are supposed to be cancelled in full. The Financial Market Stabilization Fund as beneficiary of the conversion right has

stated in this regard that it consents to the cancellation of the Conditional Capital.

The Authorized Capital 2011 pursuant to § 4 paragraph 3 of the Articles of Association having a term until 5 May 2016, the Authorized Capital 2012/I pursuant to § 4 paragraph 6 of the Articles of Association having a term until 22 May 2017 as well as the Conditional Capital 2012/I pursuant to § 4 paragraph 4 of the Articles of Association, which serves to fulfill conversion rights or duties and rights or duties under options on the basis of the authorization effective until 22 May 2017 will not be adjusted in light of the capital measures proposed for a resolution in agenda items 7 to 9. However, the Executive Board will make use of the above mentioned authorized capital, on the one hand, as well as the Conditional Capital 2012/I, on the other hand, with the consent of the Supervisory Board during their terms in each case only in a maximum amount of 50% of the share capital existing after implementation of the capital measures proposed under agenda items 7 to 9. The Executive Board will also use the granted authorizations for capital measures permitting the exclusion of the subscription right of the shareholders only for an increase in the share capital in a maximum amount of 20% of the share capital existing after implementing the capital measures under agenda items 7 to 9, and the Executive Board will comply with the limit of 5% of the share capital existing after implementation of the capital measures under the agenda items 7 to 9 to the extent that the exclusion of the subscription right serves to grant shares to members of the Executive Board, members of the management or employees of Commerzbank Aktiengesellschaft and of direct or indirect majority held companies of Commerzbank Aktiengesellschaft. The above mentioned restrictions regarding the use of the authorizations will only cease to apply if the general shareholders meeting gives its consent.

The Executive Board and the Supervisory Board propose to resolve as follows:

- a) § 4 paragraph 5, paragraph 7 and paragraph 8 of the Articles of Association are cancelled. The previous paragraph 6 will become paragraph 5 in § 4 of the Articles of Association.
- b) The Executive Board is instructed to file the above amendment to the Articles of Association for registration with the commercial register in such a manner that it may only take effect after registration of the amendment to the Articles of Association on the basis of the resolutions proposed under agenda items 7, 8 and 9.

Annex to item 6 of the agenda: Statements on the candidates nominated for election to the Supervisory Board

The following statements are made regarding the representatives of the shareholders and substitute members nominated for election to the Supervisory Board. This also includes the information with respect to the companies at which they are members of a supervisory board required to be established by law (§ 125 paragraph 1 sentence 5 AktG) or a comparable domestic or foreign supervisory body.

a) Representatives of the shareholders

Dr. Nikolaus von Bomhard

Residing at: Munich
Chairman of the executive board
Münchener Rückversicherungs-Gesellschaft AG

Personal Information

Year of birth: 1956
Place of birth: Gunzenhausen

Education

1976–1983 Study of law in Munich and Regensburg
1984–1988 Work on the doctoral theses
1985 Trainee at Münchener Rückversicherungs-Gesellschaft AG

Professional Career

1987–1991 Employee in the fire insurance department of Münchener Rückversicherungs-Gesellschaft AG
1992–1997 Vice-department head of the regional department Germany at Münchener Rückversicherungs-Gesellschaft AG
1997–2000 Establishing and managing the external office of Münchener Rück in Brazil
2000 Appointment to the executive board of Münchener Rückversicherungs-Gesellschaft AG with responsibility for Latin America and Spain/Portugal
2001 Taking over responsibility for the newly established department for Europe/Latin America for property and accidents re-insurance
since 2004 Chairman of the executive board of Münchener Rückversicherungs-Gesellschaft AG

Member of the Supervisory Board of Commerzbank AG since 2009

Membership in other supervisory boards required to be established by law

ERGO Versicherungsgruppe AG, Düsseldorf
Munich Health Holding AG, Munich

Membership in comparable domestic and foreign supervisory bodies

none

Karl-Heinz Flöther

Residing at: Kronberg
Independent management consultant

Personal Information

Year of birth: 1952
Place of birth: Molzen/Uelzen

Education

1979 Graduate in business administration with focus on auditing and trusteeships, industrial business management and IT, University of Hamburg

Professional Career

1979–1988 Analyst, consultant and manager Andersen Consulting, Hamburg
1988–1990 National Partner in the German practice of Andersen Consulting, Hamburg
1990–2001 International Partner Andersen Worldwide, Frankfurt
1999–2005 Member of the international management as the Chief Executive Financial Services Andersen Consulting/Accenture PLC, International
2001–2004 Member of the Board of Directors Accenture PLC, International
2005–2009 Chief Executive Technology and Delivery Accenture PLC, International
2005–2011 Member of the board of directors of Avanade Inc., Seattle
2009–2011 Chief Strategy und Corporate Development Officer Accenture PLC, International
2011–2012 International Chairman Accenture PLC, International
since 2012 Active Investor in various start-up enterprises

Membership in other supervisory boards required to be established by law

Deutsche Börse AG, Frankfurt am Main

Membership in comparable domestic and foreign supervisory bodies

none

Prof. Dr.-Ing. Dr.-Ing. e.h. Hans-Peter Keitel

Residing at: Essen

Vice-president of the Federal Association of German Industry

Personal Information

Year of birth: 1947

Place of birth: Kusel

Education

1966–1971 Studies of construction engineering, University of Stuttgart (TH)

1971–1973 Study of employment and economics, TU Munich

1975 Doctoral thesis TU Munich

Professional Career

1975–1987 Lahmeyer International GmbH, consulting engineers, Frankfurt am Main

1988–2007 Hochtief AG, Essen

1990–1992 Member of the executive board of Hochtief AG, Essen

1992–2007 Chairman of the executive board of Hochtief AG, Essen

1992–1999 Member of the executive board of RWE AG, Essen

2009–2012 President of the Federal Association of German Industry

since 2013 Vice-president of the Federal Association of German Industry

Member of the Supervisory Board of Commerzbank AG since 2008

Membership in other supervisory boards required to be established by law

Deutsche Messe AG, Hanover

National-Bank AG, Essen

ThyssenKrupp AG, Essen

Membership in comparable domestic and foreign supervisory bodies

Heitkamp & Thumann Group, Düsseldorf

Dr. Markus Kerber

Residing at: Berlin

Main managing director of the Federal Association of German Industry

Personal Information

Year of birth: 1963

Place of birth: Ulm

Education

1983–1988 Studies in economics, University of Hohenheim and University of California, Los Angeles

1988–1992 Doctoral thesis in social sciences, University of Hohenheim

Professional Career

1992–1995 S.G. Warburg Ltd, London
Equity Capital Markets, Associate Director

1995–1998 Deutsche Bank AG, London
Equity Capital Markets, Director

1998–2009 GFT Technologies AG, Stuttgart
Chief Financial Officer (until 2003)
Member of the supervisory board (until 2009)

2006–2009 Federal Ministry of the Interior, Berlin
Head of the department for fundamental issues and international analyses

2009–2011 Federal Ministry of Finance, Berlin
Head of the department for financial policy and fundamental economic issues

since July 2011 Federal Association of German Industry
Berlin

Main Managing Director and member of the presidium

Membership in other supervisory boards required to be established by law

none

Membership in comparable domestic and foreign supervisory bodies

Computershare Limited, Melbourne, Australia

KfW-Bankengruppe, Berlin

Prof. h.c. (CHN) Dr. rer. oec. Ulrich Middelmann

Residing at: Bochum
Former vice-chairman of the executive board of ThyssenKrupp AG

Personal Information

Year of birth: 1945
Place of birth: Limburg an der Lahn

Education

1965–1970 Studies in machine engineering, TH Darmstadt
1970–1972 Postgraduate studies of business management at the Rheinisch-Westfälische Technical University Aachen
1976 Award of Dr. rer. oec. at the Ruhr University Bochum

Professional Career

1972–1977 Business Management Institute of the Steel Industry, Düsseldorf
1977–1988 Krupp Stahl AG
• Assistant to the executive board
• Director of the central department for planning and controlling
1988–1992 Fried. Krupp GmbH
• Member of the executive committee on investments
• Director of group wide controlling
1992–2001 Fried. Krupp AG Hoesch-Krupp/ Thyssen Krupp AG
Member of the executive board (department of controlling and mergers & acquisitions)
2001–2005 ThyssenKrupp Steel AG
Chairman of the executive board
2001–2010 Thyssen Krupp AG
Vice-chairman of the executive board

Member of the Supervisory Board of Commerzbank AG since 2008

Membership in other supervisory boards required to be established by law

Deutsche Telekom AG, Bonn
LANXESS AG, Leverkusen
LANXESS Deutschland GmbH, Leverkusen

Membership in comparable domestic and foreign supervisory bodies

Hoberg & Driesch GmbH, Düsseldorf

Klaus-Peter Müller

Residing at: Bad Homburg v.d.H.
Member of the Supervisory Board of Commerzbank

Personal Information

Year of birth: 1944
Place of birth: Duppach

Education

1962–1964 Banker
Bankhaus Friedrich Simon KGaA, Düsseldorf

Professional Career

1964–1966 German army (1st lieutenant in the reserve)
1966–1990 Commerzbank AG
• Düsseldorf branch
• Representative office and branch in New York
• Directorate of the Düsseldorf branch and co-manage of the Duisburg branch
• Co-manager of the New York branch
• General director of the department for corporate clients
• Head of the central department for “development in the east”
1990–2001 Member of the Executive Board of Commerzbank AG
2001–2008 Speaker of the Executive Board of Commerzbank AG

*Chairman of the Supervisory Board of Commerzbank AG since 2008**Membership in other supervisory boards required to be established by law*

Fresenius Management SE, Bad Homburg
Fresenius SE & KGaA (formerly Fresenius SE), Bad Homburg
Linde Aktiengesellschaft, Munich

Membership in comparable domestic and foreign supervisory bodies

Landwirtschaftliche Rentenbank, Frankfurt am Main
Parker Hannifin Corporation, Cleveland/USA

Dr. Helmut Perlet

Residing at: Pähl-Aidenried
Chairman of the Supervisory Board of Allianz SE

Personal Information

Year of birth: 1947
Place of birth: Planegg/Munich

Education

1978–1982 Study of business management, Munich
1985 Doctorate at the University of Hamburg

Professional Career

1971–1973 Tax office Munich
1973–1997 Allianz Versicherungs-AG

- Establishing and managing foreign tax department
- Appointed head of the corporate finance department
- Head of the department for accounting, planning and controlling

1997–2009 Allianz AG (since October 2006 Allianz SE)
Member of the executive board
Chief Financial Officer of the Allianz Group
since May 2012 Chairman of the supervisory board of Allianz SE

Member of the Supervisory Board of Commerzbank AG since 2009

Membership in other supervisory boards required to be established by law

Allianz SE, Munich
GEA Group AG, Düsseldorf

Membership in comparable domestic and foreign supervisory bodies
none

Petra Schadeberg-Herrmann

Residing at: Kreuztal-Krombach
Managing shareholder of Krombacher Finance GmbH

Personal Information

Year of birth: 1967
Place of birth: Siegen

Education

1986–1990 Study of economics at the European Business School in Oestrich-Winkel, London and Paris (Graduate in business management)

Professional Career

1991 Worked at IC Immobilien Consulting GmbH, Düsseldorf
since 1992 Work and later managing director within the corporate group of Krombacher Brauerei Bernhard Schadeberg GmbH & Co. KG and Diversum Holding GmbH & Co. KG, Kreuztal, as well as various other companies of the Schadeberg family
since 1997 Establishing and managing the own family office

Membership in other supervisory boards required to be established by law

Member of the supervisory board of Kronen AG, Neutraubling

Membership in comparable domestic and foreign supervisory bodies

none

Dr. Marcus Schenck

Residing at: Düsseldorf
Member of the executive board of E.ON AG

Personal Information

Year of birth: 1965
Place of birth: Memmingen

Education

1985–1991 Study of economics, Bonn and Berkeley (USA)
Degree: Graduate in economics
1995 Doctorate at the University of Cologne

Professional Career

1991–1995 McKinsey & Co. Germany
Fellow

1995–1997 McKinsey & Co. Germany
at the end, senior project manager

1997–2006 Goldman, Sachs & Co. oHG,
Frankfurt am Main

2001–2002 Managing Director

2002–2006 Partner

since 2006 E.ON SE, Düsseldorf
Member of the executive board
(Chief Financial Officer)

*Member of the Supervisory Board of Commerzbank AG
since 2008*

*Membership in other supervisory boards required to be
established by law*

E.ON Energy Trading SE, Düsseldorf
E.ON IT GmbH, Hanover
SMS GmbH, Düsseldorf

*Membership in comparable domestic and foreign
supervisory bodies*

AXA S.A., Paris

Dr. Gertrude Tumpel-Gugerell

Residing at: Vienna
Former member of the directorate of the
European Central Bank

Personal Information

Year of birth: 1952
Place of birth: Kapelln

Education

1975 Social sciences and economics
(Mag. rer. soc. oec.)

1981 Social sciences and economics
(Dr. rer. soc. oec.)

Professional Career

1975–1981 Austrian National Bank, Vienna
Economist in the economics department

1981–1984 Federal Ministry for Finance, Vienna
Economic policy consultant to the
Finance Minister

1981–1984 Österreichische Länderbank AG, Vienna
Member of the supervisory board

1985–1986 Austrian National Bank, Vienna
Vice-department head of the economics
department

1986–1992 Austrian National Bank, Vienna
Head of the internal audit department,
development of strategic planning and
accounting

1992–1997 Austrian National Bank, Vienna
Department director for corporate
planning and control

1997–2003 Austrian National Bank, Vienna
Member des directorate for economics
and financial markets

1998–2003 Austrian National Bank, Vienna
Vice-governor, economics and financial
markets

2003–2011 European Central Bank, Frankfurt, mem-
ber of the directorate, market operations
(until 2006), payment systems and mar-
ket infrastructure, personnel, budget and
organization

*Member of the Supervisory Board of Commerzbank AG
since 2012*

*Membership in other supervisory boards required to be
established by law*

none

*Membership in comparable domestic and foreign
supervisory bodies*

Vienna Insurance Group, Vienna
Finanzmarktbeteiligung Aktiengesellschaft des Bundes,
Vienna
Österreichische Bundesbahnen Holding AG, Vienna
Österreichische Forschungsförderungsgesellschaft mbH,
Vienna
Wien Holding GmbH, Vienna
Association for the promotion of the BBRZ Group, Linz

- b) Substitute members as representatives of the shareholders

Dr. Roger Müller

Residing at: Holzkirchen
 Managing Director and General Counsel
 Deutsche Börse AG

Personal Information

Year of birth: 1961
 Place of birth: Fulda

Education

1987 First state bar exam
 1990 Second state bar exam
 1992 Award of Dr. jur.

Professional Career

1991–1992 Attorney at Shearman & Sterling
 New York
 1992–1995 Legal counsel BHF-BANK Frankfurt
 1995–1997 Legal counsel Helaba Frankfurt
 1997–1998 Vice-president J.P.Morgan Frankfurt
 1999 Legal department Deutsche Börse AG
 Frankfurt
 2000–2003 Vice-department head of Equity Corporate Finance HypoVereinsbank Munich
 since 2003 General Counsel Deutsche Börse AG

Membership in other supervisory boards required to be established by law
 none

Membership in comparable domestic and foreign supervisory bodies
 none

Solms U. Wittig

Residing at: Gauting
 German Attorney
 Attorney-at-Law (New York)
 Chief Legal Officer & Chief Compliance Officer,
 Linde AG

Personal Information

Year of birth: 1964
 Place of birth: Hanover

Education

1982–1984 Training as a banker (Deutsche Bank AG, Stuttgart)
 1984–1990 Study of law, University of Regensburg
 1990–1993 Legal practical training, Court of Appeals Nurnberg
 1997–1998 Studies for Master of Laws, LL.M., New York University, New York City

Professional Career

1993–1997 Siemens AG
 1998–2000 Deutsche Bank AG
 2000–2001 Hogan Lovells (formerly Lovells)
 2001–2011 Siemens AG
 Head of the M&A department (until 2008)
 General Counsel Corporate & Finance (until 2010)
 General Counsel Sector Industry
 since 2012 Linde AG
 Chief Legal Officer & Chief Compliance Officer

Membership in other supervisory boards required to be established by law
 none

Membership in comparable domestic and foreign supervisory bodies
 none

Report of the Executive Board on item 9 of the agenda

In order to completely repay the existing silent contributions of the Financial Market Stabilization Fund and AZ-Arges Vermögensverwaltungsgesellschaft mbH and to improve the Company's equity capital structure with regard to changes under the rules "Basel III" of the Basel committee of the Bank for International Settlement, the Company intends to carry out a capital increase pursuant to § 7 Financial Market Stabilization Acceleration Act (FMStBG) on the basis of a direct resolution of the general shareholders meeting with gross proceeds of the issuance of €2.5bn. The company shall receive the funds required for the repayment from the capital increase. Simultaneously parts of the silent contribution under the silent partnership entered into by the financial market stabilization fund shall be contributed in exchange for the issuance of new shares in the Company.

Due to the requirements of the resolution for the calculation of the final number of new shares with no par value to be issued on the basis of the intended gross proceeds of the issue of €2.5bn and the subscription price determined by the Executive Board with the consent of the Supervisory Board, it may be necessary to exclude the subscription right of the shareholders for fractional amounts. This – very limited – exclusion of the subscription right makes it possible to carry out the capital increase with a practical subscription ratio which facilitates the settlement of the subscription right of the shareholders. The shares which are excluded as remaining fraction amounts from the subscription right of the shareholders will be sold at the stock exchange prices.

Total number of shares and voting rights at the time the meeting is convened

The share capital of Commerzbank Aktiengesellschaft at the time of convening the general shareholders meeting amounts to €5,829,513,857.00 and is divided into 5,829,513,857 shares with in general the equivalent number of voting rights.

Prerequisites for participation in the general shareholders meeting and exercise of the voting rights

The agenda of the general shareholders meeting contains agenda items which relate to stabilization measures under § 7f Financial Market Stabilization Acceleration Act (FMStBG).

Pursuant to § 7 paragraph 1 sentence 1 FMStBG in conjunction with § 16 paragraph 4 German Securities Acquisition Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*,

"WpÜG"), the possibility exists in this event of shortening the notice period for convening the general shareholders meeting. Deviating from § 123 paragraph 1 AktG, the general shareholders meeting must be called at the latest on the 21st day prior to the date of the general shareholders meeting. This notice period is extended by the days of the shortened notice period of 4 days under § 7 paragraph 1 sentence 1 FMStBG in conjunction with § 16 paragraph 4 WpÜG. Due to this shortening of such period, the record date for the shareholding differs from the record date under the AktG. Instead of reference being made to the beginning of the 21st day, reference is made to the beginning of the 18th day prior to the general shareholders meeting.

The Executive Board has made use of the possibility of shortening the notice period for convening the meeting.

Those shareholders are entitled to participate in the general shareholders meeting and exercise the voting rights who have registered with

Commerzbank Aktiengesellschaft
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Telefax: +49 89 21027270
email: meldedaten@haubrok-ce.de

and provided evidence of their shareholdings pursuant to § 7 paragraph 1 sentence 1 FMStBG in conjunction with § 16 paragraph 4 WpÜG by no later than **15 April 2013, 24:00 hours** (CEST).

The shareholding must be proven by confirmation from the institution maintaining the securities account; pursuant to § 7 paragraph 1 sentence 2 FMStBG, this evidence must refer to the beginning of the 18th day prior to the general shareholders meeting (**1 April 2013, 0:00 hours** CEST) (so-called record date). The registration and the confirmation of the shareholding must be in the form of text (§ 126b German Civil Code (*Bürgerliches Gesetzbuch*, "BGB")) and must be in German or English.

The record date is the decisive date for the volume and the exercise of the right to participate and vote in the general shareholders meeting. Only those shareholders are deemed to be shareholders in the relationship to the Company for the purpose of participating in the general shareholders meeting or exercising the voting right who have submitted evidence of the shareholding as of the record date. The shares are not

blocked on the record date or upon the registration for the general shareholders meeting; instead, shareholders may continue to dispose freely of their shares even after the record date and after registration. Shareholders who have properly registered and submitted evidence of this holding by the record date are then entitled to participate in the general shareholders meeting and exercise the voting right even if they sell the shares after the record date. Shareholders who have acquired their shares only after the record date are not entitled to attend the general shareholders meeting and also have no voting rights unless they obtain a proxy or authorization to exercise the rights. Determinative for the participation in the general shareholders meeting and the volume as well as the exercise of the voting right are, thus, exclusively the evidence of the shareholding of the shareholder as of the record date and timely registration. The record date is of no relevance for the entitlement to receive a dividend.

After receipt of the registration and proof of the shareholding, the shareholders will be sent admission tickets as well as proxy forms for the general shareholders meeting by the registration office. The institutions maintaining the securities accounts normally make sure that the admission ticket is received in a timely manner if the shareholders fill out the order forms for admission tickets sent to them by the institution maintaining their securities accounts and send it to their institution maintaining the securities accounts in so timely a manner that the institution can submit the registration with the evidence on behalf of the shareholder prior to the expiration of the registration deadline.

Procedure for casting votes in the case of proxies

Proxy for a third party

Shareholders who do not wish to personally participate at the general shareholders meeting may have their voting right exercised by proxies, for example, by a shareholders association, a credit institution or other person of their choice. In these cases, proof of the shareholding and the registration by the shareholder or the proxy is also necessary in accordance with the above section.

Proxies can be issued by declaration to the proxy or the Company. The grant of proxy, its revocation and the proof of proxy for the Company require the form of text (§ 126b BGB) unless they are issued to a credit institution, an association of shareholders or another equivalent person or institution under § 135 paragraph 8 and paragraph 10 in conjunction with § 125 paragraph 5 AktG.

Credit institutions, associations of shareholders and other equivalent persons and institutions under § 135 paragraph 8 and paragraph 10 in conjunction with § 125 paragraph 5 AktG can establish different rules for the form of power of attorney for their own appointment as a proxy. The shareholders are requested to timely coordinate any possibly required form of the proxy in such a case with the party to be granted proxy in a timely manner. Under the law, the power of attorney in these cases must be issued to a specific proxy and must be recorded by the proxy in a verifiable manner. The declaration of the power of attorney must also be complete and can only contain declarations linked to the exercise of the voting right.

The shareholders receive a proxy form and other information on granting proxy together with the admission ticket. The use of the form for the proxy is not mandatory. It is also possible that shareholders can issue a separate proxy in the form of text.

The following address is available for declaring a grant of proxy to the Company, revoking the grant of proxy and transmitting proof of any power of attorney or its revocation declared to a proxy:

Commerzbank Aktiengesellschaft
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Telefax: +49 89 21027270
email: hv-bevollmaechtigung@commerzbank.com

The Company also additionally offers an electronic system through the internet as an electronic transmission channel at <http://www.commerzbank.com/agm>. The shareholders can find the details in the explanations provided there.

If a shareholder grants proxy to more than one person, the Company can reject one or more of these persons.

Granting proxy to Voting Rights Representatives of the Company

Shareholders also have the possibility to have their voting right exercised by a voting right representative (the "Voting Right Representative") appointed by Commerzbank Aktiengesellschaft. The Voting Right Representative exercises the voting right in the case of the grant of proxy only in accordance with the instructions. With the issuance of an express

instruction on the individual items on the agenda, a power of attorney granted to the Voting Right Representatives is invalid.

Shareholders can issue the necessary powers of attorney and instructions in the form of text (§ 126b BGB) using the form for issuing power of attorney and instructions provided for this purpose on the admission ticket or using the internet page of the Commerzbank Aktiengesellschaft (<http://www.commerzbank.com/agm>). The revocation of the power of attorney and the instructions can also be made in the form of text or through the internet. If shareholders want to make use of this possibility, a registration and proof of the shareholding under the provisions in the section “Prerequisites for participating in the general shareholders meeting and exercising the voting right” are required. The shareholders receive the form to be used for granting the power of attorney and instructions or the information required for issuing the power of attorney and the instructions to the internet together with the admission ticket. Additional information on the granting of power of attorney and instructions is also available through the internet on the internet page of Commerzbank Aktiengesellschaft (<http://www.commerzbank.com/agm>).

Powers of attorney and instructions issued by mail, telefax or email using the above mentioned form for power of attorney and instructions must be received at Commerzbank Aktiengesellschaft at the address stated above, telefax number or email address by **18 April 2013, 20:00 hours** (CEST). The grant of power of attorney and instructions through the internet is also possible until **18 April 2013, 20:00 hours** (CEST). If the Voting Rights Representative receives the power of attorney and the instructions for the same shareholding – in each case in a timely manner – both by means of the power of attorney and instruction form as well as through the internet, exclusively the power of attorney and instructions issued using the form for the power of attorney and instructions will be considered to be binding without regard to the dates of receipt.

To the extent that the Company also has absentee ballots in addition to the power of attorney and instructions to the Voting Rights Representative, the absentee ballots will always be considered to have priority; the Voting Rights Representatives will accordingly not make use of the powers of attorney issued to them in this regard and will not represent the relevant shares.

If a shareholder or a third party granted power of attorney by the shareholder participates personally at the general shareholders meeting, a previous grant of power of attorney and instructions to the Voting Rights Representative of the Company will no longer be effective.

The Voting Rights Representatives designated by the Company do not accept any mandate to take the floor or pose questions or make motions.

Procedure for casting votes by absentee ballot

Shareholders may exercise their voting right by absentee ballot without participating in the general shareholders meeting. The cast of the vote by way of absentee ballot is conducted through the internet (<http://www.commerzbank.com/agm>) or by using the absentee ballot form provided for this purpose on the admission ticket and the ballot. If no express or clear vote is cast on the absentee ballot with regard to an item on the agenda, this is considered to be an abstention on this agenda item. In the case of an absentee ballot, a registration and proof of the shareholding in accordance with the provisions in the section “Prerequisites for participating in the general shareholders meeting and exercising the voting right” are necessary. The casting of votes by absentee ballot is limited to voting about the proposals for resolutions (including any adjustments) of the Executive Board and the Supervisory Board and proposals by shareholders for resolutions announced with an addendum to the agenda pursuant to § 122 paragraph 2 AktG.

The casting of votes by means of absentee ballot must be received at the Company at the following address by no later than **18 April 2013, 20:00 hours** (CEST):

Commerzbank Aktiengesellschaft
c/o Haubrok Corporate Events GmbH
Landshuter Allee 10
80637 Munich
Telefax: + 49 89 21027270
email: hv-briefwahl@commerzbank.com

The casting of votes by absentee ballot through the internet must be fully completed by no later than **18 April 2013, 20:00 hours** (CEST). A revocation or a change in the cast of the vote made through the internet is also possible up to that time. An admission ticket is required in order to be able to cast an absentee ballot through the internet. Shareholders receive access through the internet pages of the Company at <http://www.commerzbank.com/agm>. The shareholders can find the details in the explanations provided there.

Proxies can also use the absentee ballot. The provisions on granting, revoking and providing proof of proxy are not affected.

If the voting right is exercised for one and the same shareholding – in each case in a timely manner – both by means of the absentee ballot form as well as through the internet, exclusively the cast of vote by means of the absentee ballot will be considered to be binding without regard to the dates of receipt. A cast of vote by means of an absentee ballot form cannot be revoked or changed through the internet.

If a shareholder or a third party granted proxy by the shareholder participates personally at the general shareholders meeting, a previous cast of a vote by absentee ballot will no longer be effective.

Rights of the shareholders

Requests to supplement the agenda pursuant to § 122 paragraph 2 AktG

Shareholders whose shares constitute together one twentieth of the share capital or a proportionate amount of €500,000.00 (corresponding to 500,000 shares) can demand pursuant to § 122 paragraph 2 AktG that items be placed on the agenda and announced. Every new item must include a statement of reasons or a proposal for a resolution. The demand must be addressed in writing to the Executive Board and must be received at the Company at the following address at the latest by **24 March, 24:00 hours** (CET). The deadline under § 122 paragraph 2 AktG was extended in order to enable the shareholders to make any supplement having knowledge of the agenda due to the shortening of the period for convening the meeting under § 7 paragraph 1 sentence 1 FMStBG in conjunction with § 16 paragraph 4 WpÜG. Any subsequently received demands for an addition will not be considered. Such request must be sent to the following address:

Commerzbank Aktiengesellschaft
– Legal Department/General Shareholders Meeting –
Kaiserplatz
60261 Frankfurt am Main

The applicants must provide proof that they have been the holders of the minimum shareholding for at least three months prior to the date of receipt of the demand and that they will hold the shares until the decision about the request. A corresponding confirmation from the institution maintaining the securities account is sufficient proof.

Supplements to the agenda which must be announced – to the extent they have not already been announced with the notice convening the meeting – must be announced in the Federal Gazette without undue delay after receipt of the request, and the request must be forwarded for publication to those media where it can be assumed that they will distribute the information throughout the European Union. The demands must also be made available on the internet pages of Commerzbank Aktiengesellschaft (<http://www.commerzbank.com/agm>).

Motions and nominations by shareholders pursuant to §§ 126 paragraph 1, 127 AktG

Shareholders can make counter-motions against a proposal by the Executive Board and/or the Supervisory Board on a specific item on the agenda. Shareholders can also make nominations for the election of members of the Supervisory Board or auditors. Counter-motions must be accompanied by an explanation. Counter-motions with relevant explanations or nominations for election must be directed exclusively to the following address and must be received at least fourteen days prior to the general shareholders meeting, i.e. no later than **4 April 2013, 24:00 hours** (CEST).

Commerzbank Aktiengesellschaft
– Legal Department/General Shareholders Meeting –
Kaiserplatz
60261 Frankfurt am Main
Telefax: +49 69 136-42196
email: gegenantraege.2013@commerzbank.com

Counter-motions for the items on this agenda and/or nominations for election which have been received at this address on time will be made available on the internet pages of Commerzbank Aktiengesellschaft (<http://www.commerzbank.com/agm>) together with the name of the shareholder and the explanation. Any responses of the administration will also be made available at the stated internet address. Any opposing motions or nominations for election by shareholders which are addressed otherwise or are not received on time cannot be taken into consideration. The right of each shareholder to make counter-motions about the various items on the agenda during the general shareholders meeting without prior and timely transmission to the Company is not affected. Counter-motions which have been transmitted to the Company in advance and on time will only be considered in the general shareholders meeting if they are made orally there.

The Executive Board can refrain from publishing a counter-motion and its explanation under the prerequisites set forth in § 126 paragraph 2 AktG.

The above sentences apply accordingly pursuant to § 127 AktG for nominations by shareholders for election of members of the Supervisory Board or the auditor. Nominations by shareholders, however, do not have to be accompanied with an explanation. The Executive Board also does not have to make nominations for election by shareholders available, except in the cases of § 126 paragraph 2 AktG, if these nominations do not contain the information under § 124 paragraph 3 sentence 4 AktG and § 125 paragraph 1 sentence 5 AktG.

Right to information pursuant to § 131 paragraph 1 AktG

Every shareholder must be provided information regarding the affairs of the Company by the Executive Board upon request in the general shareholders meeting pursuant to § 131 paragraph 1 AktG if the information is necessary for the objective evaluation of the item on the agenda. The duty of the Executive Board to provide information also extends to the legal and commercial relationships of the Company to any affiliated enterprise as well as the position of the corporate group and the companies included in the consolidated financial statements because the general shareholders meeting will also be presented with the consolidated financial statements and the group management report under agenda item 1. Requests for information must generally be made orally at the general shareholders meeting in the context of the discussion. The Executive Board can refrain from answering individual questions for the reasons set forth in § 131 paragraph 3 AktG. According to the Articles of Association of Commerzbank Aktiengesellschaft, the chairman of the meeting also has the authority to reasonably limit the time for the right of a shareholder to pose questions and make statements. The chairman of the meeting can especially reasonably set at the beginning or during the general shareholders meeting the time limits for the entire course of the shareholders meeting, the discussion about the individual agenda items as well as the question and the contribution to the discussion.

Information about the internet pages of the Company

The information under § 124a AktG must be available through the internet page of Commerzbank Aktiengesellschaft (<http://www.commerzbank.com/aggm>) starting when the general shareholders meeting is convened. The voting results will also be announced on the internet page of Commerzbank Aktiengesellschaft (<http://www.commerzbank.com/aggm>) after the general shareholders meeting.

Transmission of the general shareholders meeting in the internet

Parts of the general shareholders meeting of Commerzbank Aktiengesellschaft can be followed live in the internet on 19 April 2013 starting at 10:00 hours (CEST). A corresponding access will be provided at <http://www.commerzbank.com/aggm>.

This convening of the meeting has been announced in the Federal Gazette on 18 March 2013 and was forwarded for publication to those media that can be assumed to distribute the information throughout the European Union.

Frankfurt am Main, in March 2013

COMMERZBANK
Aktiengesellschaft

– The Executive Board –

2013/2014 Financial calendar

19 April 2013	Annual General Meeting
7 May 2013	Interim Report Q1 2013
8 August 2013	Interim Report Q2 2013
7 November 2013	Interim Report Q3 2013
End-March 2014	Annual Report 2013

Commerzbank AG

Head Office
Kaiserplatz
Frankfurt am Main
www.commerzbank.com

Postal address
60261 Frankfurt am Main
Tel. +49 69 136-20
info@commerzbank.com

Investor Relations
Tel. +49 69 136-22255
Fax +49 69 136-29492
ir@commerzbank.com

