

Commerzbank Annual General Meeting

Voting on proposals contained in the agenda

April 30, 2015

A total of 573,225,683 shares with an equal number of voting rights or 45.7717 % of the share capital was represented at the AGM. In addition, 220,458 votes by absentee ballot were cast. In total, 45.7893% of the statutory share capital was represented at the AGM.

<p>Item 2 on the agenda:</p> <p>Resolution on the use of any distributable profits</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 570,814,758 ● In % of the statutory share capital: 45.5792 % ● Yes votes: 569,947,409 = 99.8480 % ● No votes: 867,349 = 0.1519 % 	<p>Item 4 on the agenda:</p> <p>Resolution on the ratification of actions by the members of the Supervisory Board</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 569,287,974 ● In % of the statutory share capital: 45.4573 % ● Yes votes: 566,844,414 = 99.5708 % ● No votes: 2,443,560 = 0.4292 %
<p>Item 3 on the agenda:</p> <p>Resolution on the ratification of actions by the members of the Board of Managing Directors</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 565,437,812 ● In % of the statutory share capital: 45.1499 % ● Yes votes: 563,360,430 = 99.6326 % ● No votes: 2,077,382 = 0.3674 % 	<p>Item 5 on the agenda:</p> <p>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 2015</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 570,943,904 ● In % of the statutory share capital: 45.5895 % ● Yes votes: 564,025,778 = 98.7883 % ● No votes: 6,918,126 = 1.2117 %

<p>Item 6 on the agenda:</p> <p>Election of the auditor for the audit review of the interim financial report for the first quarter of the fiscal year 2016</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 570,889,121 ● In % of the statutory share capital: 45.5852 % ● Yes votes: 564,012,341 = 98.7954 % ● No votes: 6,876,780 = 1.2046 % 	<p>Item 7 on the agenda:</p> <p>Resolution on approval of the system of remuneration for members of the Board of Managing Directors</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 565,670,550 ● In % of the statutory share capital: 45.1684 % ● Yes votes: 556,416,117 = 98.3640 % ● No votes: 9,254,433 = 1.6360 %
<p>Item 8 on the agenda:</p> <p>Resolution on the proportionality between variable and fixed annual remuneration for members of the Board of Managing Directors</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 560,676,605 ● In % of the statutory share capital: 44.7697 % ● Yes votes: 554,372,976 = 98.8757% ● No votes: 6,303,629 = 1.1243 % 	<p>Item 9 on the agenda:</p> <p>Resolution on the proportionality between variable and fixed annual remuneration for employees of Commerzbank Aktiengesellschaft and for employees and directors of its subsidiaries</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 570,209,252 ● In % of the statutory share capital: 45.5309 % ● Yes votes: 368,708,738 = 64.6620 % ● No votes: 201,500,514 = 35.3380 %
<p>Item 10 a)aa) on the agenda:</p> <p>New election of two members of the Supervisory Board</p> <p>Sabine U. Dietrich</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 570,598,845 ● In % of the statutory share capital: 45.5620 % ● Yes votes: 570,106,699 = 99.9137 % ● No votes: 492,146 = 0.0863 % 	<p>Item 10a)bb) on the agenda:</p> <p>New election of two members of the Supervisory Board</p> <p>Anja Mikus</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 570,705,338 ● In % of the statutory share capital: 45.5705 % ● Yes votes: 568,814,565 = 99.6687 % ● No votes: 1,890,773 = 0.3313 %
<p>Item 10 b) on the agenda:</p> <p>New election of a substitute member of the Supervisory Board</p> <p>Solms U. Wittig</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 570,610,479 ● In % of the statutory share capital: 45.5629 % ● Yes votes: 570,193,903 = 99.9270 % ● No votes: 416,576 = 0.0730 % 	<p>Item 11 on the agenda:</p> <p>Resolution on the authorization of Commerzbank Aktiengesellschaft to purchase treasury shares for the purpose of securities trading pursuant to § 71 paragraph 1 no. 7 Stock Corporation Act</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 568,240,424 ● In % of the statutory share capital: 45.3737 % ● Yes votes: 563,065,615 = 99.0893 % ● No votes: 5,174,809 = 0.9107 %

Item 12 on the agenda:

Resolution on the cancellation of Authorized Capitals 2011 and 2012/I, the authorization of the Board of Managing Directors to increase the share capital (Authorized Capital 2015) – with the possibility of excluding shareholders' subscription rights – and on the corresponding amendments to the Articles of Association

- Number of shares for which valid votes were cast: 569,771,453
- In % of the statutory share capital: 45.4959 %
- Yes votes: 504,668,065 = 88.5738 %
- No votes: 65,103,388 = 11.4262 %

Item 13 on the agenda:

Resolution on the authorization of the Board of Managing Directors to issue convertible bonds, bonds with warrants, profit participation rights and other hybrid bonds (the profit participation rights and hybrid bonds with or without conversion or option rights or obligations) with the possibility of excluding the subscription right of the shareholders (Authorization 2015), on the creation of Conditional Capital 2015, on the cancellation of the existing authorization and Conditional Capital 2012/I and on the corresponding amendments of the Articles of Association

- Number of shares for which valid votes were cast: 569,723,402
- In % of the statutory share capital: 45.4921 %
- Yes votes: 501,353,278 = 87.9994 %
- No votes: 68,370,124 = 12.0006 %