

Commerzbank Annual General Meeting

Voting on proposals contained in the agenda

May 22, 2019

Represented at the AGM were 675,942,388 shares with an equal number of voting rights. This corresponds to 53.97% of the share capital. In addition, 1,210,802 votes by absentee ballot were cast. In total, 54.07% of the statutory share capital was represented at the AGM.

<p>Item 2 on the agenda:</p> <p>Resolution on the use of the profit shown on the balance sheet</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 676,994,648 ● In % of the statutory share capital: 54.06% ● Yes votes: 673,613,763 = 99.50% ● No votes: 3,380,885 = 0.50% 	<p>Item 3 on the agenda:</p> <p>Resolution on the ratification of actions by the members of the Board of Managing Directors</p> <p>Granting discharge of Martin Zielke</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 676,156,686 ● In % of the statutory share capital: 53.99% ● Yes votes: 675,080,997 = 99.84% ● No votes: 1,075,689 = 0.16%
<p>Granting discharge of Frank Annuscheit</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 676,156,686 ● In % of the statutory share capital: 53.99% ● Yes votes: 675,079,188 = 99.84% ● No votes: 1,077,498 = 0.16% 	<p>Granting discharge of Dr. Marcus Chromik</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 676,156,686 ● In % of the statutory share capital: 53.99% ● Yes votes: 675,081,627 = 99.84% ● No votes: 1,075,059 = 0.16%
<p>Granting discharge of Stephan Engels</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 676,156,286 ● In % of the statutory share capital: 53.99% ● Yes votes: 675,081,627 = 99.84% ● No votes: 1,074,659 = 0.16% 	<p>Granting discharge of Michael Mandel</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 676,155,286 ● In % of the statutory share capital: 53.99% ● Yes votes: 675,080,607 = 99.84% ● No votes: 1,074,679 = 0.16%
<p>Granting discharge of Dr. Bettina Orlopp</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 676,156,686 ● In % of the statutory share capital: 53.99% ● Yes votes: 675,078,951 = 99.84% ● No votes: 1,077,735 = 0.16% 	<p>Granting discharge of Michael Reuther</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 676,156,286 ● In % of the statutory share capital: 53.99% ● Yes votes: 675,081,627 = 99.84% ● No votes: 1,074,659 = 0.16%

<p>Item 4 on the agenda:</p> <p>Resolution on the ratification of actions by the members of the Supervisory Board</p> <p>Granting discharge of Dr. Stefan Schmittmann</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,675,903 = 99.23% ● No votes: 5,190,490 = 0.77% 	<p>Granting discharge of Hans-Hermann Altenschmidt</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,339 = 99.23% ● No votes: 5,189,054 = 0.77%
<p>Granting discharge of Heike Anscheit</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,855 = 99.23% ● No votes: 5,188,538 = 0.77% 	<p>Granting discharge of Alexander Boursanoff</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: = 670,677,971 = 99.23% ● No votes: = 5,188,422 = 0.77%
<p>Granting discharge of Gunnar de Buhr</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,971 = 99.23% ● No votes: 5,188,422 = 0.77% 	<p>Granting discharge of Stefan Burghardt</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,739 = 99.23% ● No votes: 5,188,654 = 0.77%
<p>Granting discharge of Sabine U. Dietrich</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,674,839 = 99.23% ● No votes: 5,191,554 = 0.77% 	<p>Granting discharge of Monika Fink</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,674,839 = 99.23% ● No votes: 5,191,554 = 0.77%
<p>Granting discharge of Karl-Heinz Flöther</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,739 = 99.23% ● No votes: 5,188,654 = 0.77% 	<p>Granting discharge of Dr. Tobias Guldemann</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,339 = 99.23% ● No votes: 5,189,054 = 0.77%

<p>Granting discharge of Dr. Rainer Hillebrand</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,329 = 99.23% ● No votes: 5,189,064 = 0.77% 	<p>Granting discharge of Christian Höhn</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,339 = 99.23% ● No votes: 5,189,054 = 0.77%
<p>Granting discharge of Stefan Jennes</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,678,539 = 99.23% ● No votes: 5,187,854 = 0.77% 	<p>Granting discharge of Kerstin Jerchel</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,676,739 = 99.23% ● No votes: 5,189,654 = 0.77%
<p>Granting discharge of Dr. Markus Kerber</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,623 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,676,199 = 99.23% ● No votes: 5,190,424 = 0.77% 	<p>Granting discharge of Alexandra Krieger</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,739 = 99.23% ● No votes: 5,188,654 = 0.77%
<p>Granting discharge of Oliver Leiberich</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,739 = 99.23% ● No votes: 5,188,654 = 0.77% 	<p>Granting discharge of Dr. Stefan Lippe</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,739 = 99.23% ● No votes: 5,188,654 = 0.77%
<p>Granting discharge of Beate Mensch</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,739 = 99.23% ● No votes: 5,188,654 = 0.77% 	<p>Granting discharge of Anja Mikus</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,623 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,676,729 = 99.23% ● No votes: 5,189,894 = 0.77%

<p>Granting discharge of Klaus-Peter Müller</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,673,389 = 99.23% ● No votes: 5,193,004 = 0.77% 	<p>Granting discharge of Dr. Victoria Ossadnik</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,005 = 99.23% ● No votes: 5,189,388 = 0.77%
<p>Granting discharge of Dr. Helmut Perlet</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,405 = 99.23% ● No votes: 5,188,988 = 0.77% 	<p>Granting discharge of Mark Roach</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,865,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,676,739 = 99.23% ● No votes: 5,188,654 = 0.77%
<p>Granting discharge of Robin J. Stalker</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,739 = 99.23% ● No votes: 5,188,654 = 0.77% 	<p>Granting discharge of Nicholas Teller</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,800 = 99.23% ● No votes: 5,188,593 = 0.77%
<p>Granting discharge of Uwe Tschäge</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,679,232 = 99.23% ● No votes: 5,187,161 = 0.77% 	<p>Granting discharge of Dr. Gertrude Tumpel-Gugerell</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,866,393 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,677,739 = 99.23% ● No votes: 5,188,654 = 0.77%
<p>Granting discharge of Stefan Wittmann</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 675,868,085 ● In % of the statutory share capital: 53.97% ● Yes votes: 670,666,669 = 99.23% ● No votes: 5,201,416 = 0.77% 	<p>Item 5 on the agenda:</p> <p>Election of the auditor for the financial statements, the consolidated financial statements and for the audit review of interim financial reports for the financial year 2019</p> <ul style="list-style-type: none"> ● Number of shares for which valid votes were cast: 676,846,139 ● In % of the statutory share capital: 54.05% ● Yes votes: 676,161,608 = 99.90% ● No votes: = 684,531 = 0.10%

Item 6 on the agenda:

Election of the auditor for the audit review of the interim financial report for the first quarter of the financial year 2020

- Number of shares for which valid votes were cast: 676,866,839
- In % of the statutory share capital: 54.05%
- Yes votes: 676,161,470 = 99.90%
- No votes: 705,369 = 0.10%

Item 7 on the agenda:

Resolution on cancelling the Authorized Capital 2015, authorization for the Board of Managing Directors to increase the share capital (Authorized Capital 2019/I) – with the possibility of excluding the subscription right of the shareholders – as well as the corresponding amendment to the Articles of Association

- Number of shares for which valid votes were cast: 676,889,371
- In % of the statutory share capital: 54.05%
- Yes votes: 639,796,588 = 94.52%
- No votes: 37,092,783 = 5.48%

Item 8 on the agenda:

Resolution on the authorization for the Board of Managing Directors to increase the share capital (Authorized Capital 2019/II) – with the possibility of excluding the subscription right of the shareholders – as well as the corresponding amendment to the Articles of Association

- Number of shares for which valid votes were cast: 676,897,884
- In % of the statutory share capital: 54.05%
- Yes votes: 639,800,530 = 94.52%
- No votes: 37,097,354 = 5.48%

Item 9 on the agenda:

Resolution on the authorization for the Board of Managing Directors to issue profit share rights (*Genussrechte*) and other hybrid bonds with the possibility to exclude the subscription right of the shareholders as well as on cancelling the existing authorization and the Conditional Capital 2015 and the corresponding amendment to the Articles of Association

- Number of shares for which valid votes were cast: 676,852,095
- In % of the statutory share capital: 54.05%
- Yes votes: = 675,435,253 = 99.79%
- No votes: = 1,416,842 = 0.21%

