

IR release

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Invitation to the Annual General Meeting of Commerzbank on 8 May 2018

Commerzbank AG invites its shareholders to the regular Annual General Meeting in Messehalle 11 (Portalhaus) in Frankfurt/Main on Tuesday, 8 May 2018. The agenda includes the presentation of the consolidated and individual financial statements for 2017 (item 1) and the ratification of the actions by the corporate bodies (items 3 and 4).

Of particular note are the following additional items on the agenda:

Resolution on the use of distributable profits (item 2)

The Board of Managing Directors and the Supervisory Board of Commerzbank propose that the distributable profits of approximately €88.1 million for the financial year 2017 as reported in the annual financial statements pursuant to the German Commercial Code (HGB) be allocated in full to the revenue reserves. The purpose of this is to facilitate the implementation of the “Commerzbank 4.0” strategy and to strengthen the Bank’s equity capital.

New election of members of the Supervisory Board (item 6)

The term in office of all members of the Supervisory Board representing the shareholders ends at the conclusion of the Annual General Meeting on 8 May 2018, and consequently a new election by the general shareholders’ meeting is required. The term of the newly elected Supervisory Board members will again be five years and will end with the Annual General Meeting which will decide on the ratification of actions for the fiscal year 2022.

The Supervisory Board proposes to the Annual General Meeting that the following persons be elected to the Supervisory Board as shareholder representatives: Sabine U. Dietrich (former member of the Board of Managing Directors of BP Europe SE), Dr. Tobias Guldemann (independent consultant in the financial sector), Dr. Rainer Hillebrand (member of the Board of Managing Directors of the Otto Group, Vice Chairman of the Board of Managing Directors), Dr. Markus Kerber (State Secretary at the Federal Ministry of the Interior, Building and Community with effect from 1 April 2018), Anja Mikus (Chief Executive Officer/Chief Investment Officer of the public endowment “Fonds zur Finanzierung der kerntechnischen Entsorgung” (Nuclear Waste Disposal Fund)), Dr. Victoria Ossadnik (Chief Executive Director of the Board of Managing Directors, E.ON Energie Deutschland GmbH with effect from 1 April 2018), Dr. Stefan Schmittmann (former member of the Board of Managing Directors of Commerzbank AG), Robin J. Stalker (former member of the Board of Managing Directors of adidas AG), Nicholas Teller (Chairman of the Advisory Board of E. R. Capital Holding

GmbH & Cie. KG) and Dr. Gertrude Tumpel-Gugerell (former member of the Executive Board of the European Central Bank).

If the Annual General Meeting accepts these proposals, there will be four new shareholder representatives on the Supervisory Board, namely Dr. Rainer Hillebrand, Dr. Victoria Ossadnik, Dr. Stefan Schmittmann and Robin J. Stalker. Karl-Heinz Flöther, Dr. Stefan Lippe, Klaus-Peter Müller and Dr. Helmut Perlet will leave the Supervisory Board at the conclusion of this year's Annual General Meeting. If elected, Dr. Schmittmann will be proposed to the members of the Supervisory Board as its Chairman.

Shareholders who have registered by the end of 1 May 2018 are entitled to participate in the Annual General Meeting and to exercise voting rights. The speeches of the Chairman of the Supervisory Board and the Chairman of the Board of Managing Directors at the Annual General Meeting may be viewed live on the internet on 8 May 2018 from 10.00 a.m. onwards at www.commerzbank.de/hv. Both speeches will be given in German only. The hashtag on Twitter for the Annual General Meeting is #CobaHV.

The full text of the invitation to the Annual General Meeting 2018, including the agenda and details of the individual agenda items can also be found at www.commerzbank.de/hv.

About Commerzbank

Commerzbank is a leading international commercial bank with branches and offices in almost 50 countries. In the two business segments Private and Small Business Customers, as well as Corporate Clients, the Bank offers a comprehensive portfolio of financial services which is precisely aligned to the clients' needs. Commerzbank finances approximately 30% of Germany's foreign trade and is leading in financing for corporate clients in Germany. Due to its in-depth sector know-how in the German economy, the Bank is a leading provider of capital market products. Its subsidiaries Comdirect in Germany and mBank in Poland are two of the world's most innovative online banks. With approximately 1,000 branches, Commerzbank has one of the densest branch networks among German private banks. In total, Commerzbank serves more than 18 million private and small business customers, as well as more than 60,000 corporate clients, multinationals, financial service providers, and institutional clients. The Bank, which was founded in 1870, is represented at all the world's major stock exchanges. In 2017, it generated gross revenues of €9.2 billion with approximately 49,300 employees.

Disclaimer

This release contains forward-looking statements. Forward-looking statements are statements that are not historical facts. In this release, these statements concern inter alia the expected future business of Commerzbank, efficiency gains and expected synergies, expected growth prospects and other opportunities for an increase in the value of Commerzbank as well as expected future financial results, restructuring costs and other financial developments and information. These forward-looking statements are based on the management's current plans, expectations, estimates and projections. They are subject to a number of assumptions and involve known and unknown risks, uncertainties and other factors that may cause actual results and developments to differ materially from any future results and developments expressed or implied by such forward-looking statements. Such factors include the conditions in the financial markets in Germany, in Europe, in the USA and other regions from which Commerzbank derives a substantial portion of its revenues and in which Commerzbank holds a substantial portion of its assets, the development of asset prices and market volatility, especially due to the ongoing European debt crisis, potential defaults by borrowers or trading counterparties, the implementation of its strategic initiatives to improve its business model, the reliability of its risk management policies, procedures and methods, risks arising as a result of regulatory change and other risks. Forward-looking statements therefore speak only as of the date they are made. Commerzbank has no obligation to update or release any revisions to the forward-looking statements contained in this release to reflect events or circumstances after the date of this release.