

Press release

For business desks
27 March 2014

Invitation to the Annual General Meeting of Commerzbank on 8 May 2014

Commerzbank AG invites its shareholders to the regular Annual General Meeting at the Messehalle 11 (Portalhaus), in Frankfurt/Main on Thursday, 8 May 2014. The agenda includes the usual formalities such as the presentation of the consolidated and individual financial statements for 2013 (item 1), ratification of the actions by the corporate bodies (items 3, 4), and the election of the auditor (items 5, 6).

The following additional items on the agenda should be emphasised:

Resolution on the use of the profit shown on the balance sheet (item 2)

The Board of Managing Directors and the Supervisory Board propose to allocate the profit on the balance sheet shown in the annual financial statements for the fiscal year 2013 in the amount of approximately EUR 83.1 million completely to the profit reserves.

New election of two members and of one substitute member in the Supervisory Board (item 7)

As already announced on 19 March 2014 new members of the Supervisory Board are to be proposed for election to the Annual General Meeting. The personnel changes on the Supervisory Board will be necessary as Prof. Dr. Dr. Hans-Peter Keitel has resigned from his Supervisory Board mandate as of the end of the 2014 Annual General Meeting. In addition, Dr. Marcus Schenck had already resigned from his position as a member of the Supervisory Board with effect as of 10 September 2013. For this reason, the Supervisory Board of Commerzbank has decided to propose to the 2014 Annual General Meeting that Dr. Stefan Lippe be elected to the Supervisory Board as the successor to Dr. Marcus Schenck and Nicholas Teller as the successor to Prof. Dr. Dr. Hans-Peter Keitel. Dr. Stefan Lippe is a former President of the Management of Swiss Re AG and a member of the Administrative Board of AXA S.A. Nicholas R. Teller is the Chief Executive Officer of E.R. Capital Holding GmbH & Cie. KG.

With the election of Dr. Stefan Lippe, Solms U. Wittig, who had joined the Supervisory Board as the substitute member for Dr. Marcus Schenck, will automatically become the substitute member for the incumbent members of the Supervisory Board once more. He is also to be elected by the Annual General Meeting as a substitute member for the two new candidates.

Resolution on approval of amending agreements to nine Domination and Profit and Loss Transfer Agreements as well as Profit and Loss Transfer Agreements (item 8) and of an amending agreement for the purpose of restating of one Profit and Loss Transfer Agreement (item 9)

A change in the German Corporate Income Tax Act (KStG) makes a clarifying amendment to corporate group agreements with a total of ten subsidiaries necessary. The corporate group agreements contain the required agreement on the assumption of losses by Commerzbank pursuant to § 302 German Stock Corporations Act (AktG) for tax purposes. The reference in the agreements to the provisions of Art. 302 AktG now has to be dynamic ("in the respectively valid version"). Under item 8 and item 9, therefore, the consent of the Annual General Meeting is to be granted on the corresponding amendment agreements between Commerzbank and the subsidiaries. Under item 9 the necessary adjustment is being utilised to restate as a whole a very old Profit and Loss Transfer Agreement.

Shareholders, who have registered by the end of 1 May 2014 at the latest, are entitled to participate in the Annual General Meeting and exercise their right to vote. Excerpts of Commerzbank's Annual General Meeting can be followed live on the internet beginning at 10.00 a.m. on 8 May 2014. Access will be provided at www.commerzbank.com/agm.

The complete text of the invitation to the 2014 Annual General Meeting, including the agenda and the explanatory notes to the individual items, can also be found at www.commerzbank.com/agm.

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About Commerzbank

Commerzbank is a leading bank in Germany and Poland. It is also present worldwide in all markets for its customers as a partner to the business world. With the business areas Private Customers, Mittelstandsbank, Corporates & Markets and Central & Eastern Europe, it offers its private and corporate customers as well as institutional investors the banking and capital market services they need. With approximately 1,200 branches Commerzbank has one of the densest branch networks among German private banks and is on its way to become a modern multichannel bank. In total, Commerzbank boasts approximately 15 million private customers, as well as 1 million business and corporate customers. In 2013, it generated revenues of more than EUR 9 billion with approximately 54,000 employees on average.

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 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 Poland, elsewhere in Europe 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, potential defaults of borrowers or trading counterparties, the implementation of its strategic initiatives to improve its business model, particularly to reduce its public finance portfolio in Private Customers, 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 periodically 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.