

IR release

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Commerzbank: Invitation to Annual General Meeting on 20 April 2016

Commerzbank AG invites its shareholders to the regular Annual General Meeting at Messehalle 11 (Portalhaus) in Frankfurt/Main, to be held on Wednesday, 20 April 2016. The agenda includes among other things the presentation of the consolidated and individual financial statements for 2015 (item 1), ratification of the actions by the corporate bodies (items 3 and 4), and the election of the auditor (items 5 and 6).

The following additional items on the agenda should be emphasised:

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

The Board of Managing Directors and the Supervisory Board propose that the distributable profits reported in the annual financial statements for the fiscal year 2015 totalling approximately €846.7 million be used for the payment of a dividend of €0.20 per share which is eligible for payment of a dividend (in total approximately €250.5 million). The remaining amount of approximately €596 million shall be allocated to other revenue reserves.

Compensation for the Supervisory Board (item 7)

The current provision on the compensation of the Supervisory Board of Commerzbank Aktiengesellschaft provides for variable compensation depending on the distribution of a dividend for the respective fiscal year, in addition to the fixed annual compensation.

The compensation for the Supervisory Board is supposed to be changed to a purely fixed compensation in the future. This is intended to reflect the development of the German Corporate Governance Code. Commerzbank is also of the opinion that fixed compensation is better suited for taking into account the monitoring function of the Supervisory Board that must be fulfilled independent of the success of the business. Furthermore, the amount of the compensation is supposed to be adjusted to the increased level of responsibility and the large amount of effort involved in the office.

Therefore, the Board of Managing Directors and the Supervisory Board accordingly propose the amendment of the Articles of Association.

Shareholders, who have registered by the end of 13 April 2016 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 on 20 April 2016 from 10.00 a.m. onwards. Access will be provided at www.commerzbank.com/agm.

The complete text of the invitation to the 2016 Annual General Meeting, including the agenda and the explanatory notes to the individual items, can also be found at www.commerzbank.com/agm.

About Commerzbank

Commerzbank is a leading international commercial bank with branches and offices in more than 50 countries. The core markets of Commerzbank are Germany and Poland. With the business areas Private Customers, Mittelstandsbank, Corporates & Markets and Central & Eastern Europe, its private customers and corporate clients, as well as institutional investors, profit from a comprehensive portfolio of banking and capital market services. Commerzbank finances more than 30 per cent of Germany's foreign trade and is the unchallenged leader in financing for SMEs. With its subsidiaries Comdirect and Poland's M Bank it owns two of the world's most innovative online banks. With approximately 1,050 branches and more than 90 advisory centres for business customers Commerzbank has one of the densest branch networks among German private banks. In total, Commerzbank boasts more than 16 million private customers, as well as 1 million business and corporate clients. The Bank, which was founded in 1870, is represented at all the world's major stock exchanges. In 2015, it generated gross revenues of €9.8 billion with 51,300 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 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 of borrowers or trading counterparties, the implementation of its strategic initiatives to improve its business model, particularly to reduce its NCA portfolio, 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.