

Press release

For business editors
24 March 2017

Invitation to the Annual General Meeting of Commerzbank on 3 May 2017

Commerzbank AG invites its shareholders to the Annual General Meeting in the Messehalle 11 (Portalhaus) in Frankfurt/Main on Wednesday, 3 May 2017. On the agenda are, among other things, the presentation of the annual financial statements and the consolidated financial statements for 2016 (Item 1) as well as 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 €747.2 million for the financial year 2016 as reported in the annual financial statements pursuant to the German Commercial Code (HGB) be allocated in full to the revenue reserves. This serves to implement the “Commerzbank 4.0” strategy as resolved last autumn and to strengthen the equity capital of the Bank.

Election of the auditor (Items 5-7)

For the financial year 2018, Commerzbank seeks to change the auditor under the provisions of the new EU Audit Regulation. The election of the new auditor Ernst & Young shall already take place at the Annual General Meeting 2017. In particular, this ensures that the auditor can commence with the necessary preparatory activities for the transition of the audit mandate from mid-2017 onwards. For the financial year 2017, the Supervisory Board proposes PricewaterhouseCoopers as the auditor.

New election of a member of the Supervisory Board (Item 8)

It shall be proposed to the Annual General Meeting that Dr. Tobias Guldemann be elected to the Supervisory Board. Guldemann was employed by Credit Suisse from 1986 to the end of 2013, where he last was Chief Risk Officer. Guldemann is the Chairman of the Administrative Board of the Swiss rating agency Fedafin and a member of the Administrative Board of the Swiss private bank Edmond de Rothschild.

Guldemann is to succeed Prof. Dr. Ulrich Middelmann, who passed away in 2013. The latter had been succeeded by Dr. Roger Müller as a substitute member of the Supervisory Board. Upon the election of the successor, the mandate of Müller will end, and he will return to his position as a substitute member.

Amendment of the articles of association (Item 9)

The German Act on Reorganisation of the Responsibilities of the Federal Agency for Financial Market Stabilisation (the “FMSA Reorganisation Act”) enables financial institutions, on certain conditions, to provide for a shortened notice period for calling general shareholders’ meetings to adopt resolutions on a capital increase in the articles of association. This is a precautionary measure for the theoretical case that the prerequisites for a supervisory authority having to take action under the German Recovery and Resolution Act have been fulfilled. Commerzbank’s Board of Managing Directors and the Supervisory Board propose to the shareholders that use be made of the statutory possibilities and a resolution be adopted on a corresponding change to the articles of association.

Shareholders who have registered by midnight on 26 April 2017 at the latest 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 during the Annual General Meeting of Commerzbank may be viewed live on the internet on 3 May 2017 from 10.00 a.m. onwards at www.commerzbank.de/hv.

The full text of the invitation to the Annual General Meeting 2017, including the agenda and the explanation on the individual points, is also to be found at www.commerzbank.de/hv.

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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 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 17.5 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 2016, it generated gross revenues of €9.4 billion with approximately 49,900 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, 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.