COMMERZBANK

Articles of Association of Commerzbank Aktiengesellschaft

10 September 2026

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I. General

Article 1

(1) The name of the Company is

COMMERZBANK Aktiengesellschaft

(2) The Company has its registered office in Frankfurt am Main.

Article 2

(1) The object of the Company is to conduct banking transactions and offer financial services and other related services and transactions, including the acquisition, holding and disposal of interests in other enterprises.

(2) The Company may realize its object itself, through affiliated companies and equity participations or through the conclusion of affiliation and cooperation agreements with third parties. It is entitled to have recourse to all transactions and measures which are suitable for promoting its business object, in particular the establishment of branches in Germany and abroad and the acquisition, management and disposal of interests in other enterprises.

Article 3

(1) The announcements of the Company appear exclusively in the Federal Gazette (*Bundesanzeiger*), unless otherwise prescribed by law.

(2) The Company is authorized to send information to shareholders of the Company via electronic media with their agreement. Mandatory legal requirements, particularly concerning the convening of the General Meeting, shall remain unaffected.

II. Capital and shares

Article 4

(1) The share capital of the Company amounts to Euro 1,080,847,095.00. It is divided into 1,080,847,095 no-par-value shares.

(2) The shares are bearer shares.

(3) The Board of Managing Directors is authorized to increase the share capital of the Company until 30 May 2028, with the approval of the Supervisory Board, by issuing new common shares in exchange for cash contributions once or multiple times, but up to a total maximum amount of Euro 438,325,172.00 (Authorized Capital 2023/I). The shareholders must generally be granted a subscription right; the statutory subscription right can also be granted in such a manner that the new shares are assumed by one or more credit institutions or companies which are equivalent to credit institutions pursuant to § 186 paragraph 5 sentence 1 AktG with the obligation to offer these shares for subscription to the shareholders of Commerzbank Aktiengesellschaft. However, the Board of Managing Directors is authorized, with the consent of the Supervisory Board, to exclude the subscription right in the following situations:

- in order to remove remainder amounts from the subscription right;
- in order to issue employee shares to employees of Commerzbank Aktiengesellschaft and companies in which Commerzbank Aktiengesellschaft holds a direct or indirect majority (group companies within the meaning of § 18 paragraph 1 AktG) up to a proportionate amount in the share capital of Euro 15,000,000.00.

If shares are issued to employees of the Company or its group companies within the meaning of § 18 paragraph 1 AktG in exchange for cash contributions with an exclusion of the subscription right of the shareholders, the proportionate amount of the share capital attributable to these

shares in total cannot exceed 3 % of the share capital of the Company existing at the time the General Meeting adopts the resolution. The proportionate share capital attributable to shares which are issued or sold to members of the Board of Managing Directors, members of senior management or employees of the Company or its group companies within the meaning of § 18 paragraph 1 AktG in exchange for cash contributions or contributions in kind during the term of the authorization but under another authorization which excludes the subscription right of the shareholders will be credited against this 3 % limit. The Board of Managing Directors is authorized to determine further details for the capital increase and its implementation.

(4) The Board of Managing Directors is authorized to increase the share capital of the Company until 30 May 2028, with the approval of the Supervisory Board, by issuing new no-par-value shares in exchange for cash contributions or contributions in kind once or multiple times, but up to a total maximum amount of Euro 125,235,763.00 (Authorized Capital 2023/II). The shareholders must generally be granted a subscription right; the statutory subscription right can also be granted in such a manner that the new shares are assumed by one or more credit institutions or companies which are equivalent to credit institutions pursuant to § 186 paragraph 5 sentence 1 AktG with the obligation to offer these shares for subscription to the shareholders of Commerzbank Aktiengesellschaft. However, the Board of Managing Directors is authorized, with the consent of the Supervisory Board, to exclude the subscription right in the following situations:

- in order to remove remainder amounts from the subscription right;
- in order to grant a subscription right to holders of conversion rights or warrants issued or still to be issued by Commerzbank Aktiengesellschaft or by companies in which Commerzbank Aktiengesellschaft directly or indirectly holds a majority stake (group companies within the meaning of § 18 paragraph 1 AktG) which they would have after exercising the conversion right or warrant or after fulfilling a corresponding duty to convert or to exercise a warrant;
- in order to increase the share capital in exchange for contributions in kind;
- in the case of capital increases in exchange for cash contributions, if the issued amount of the new shares is not materially less than the stock exchange price for shares of the Company with the same features at the time the issue price is set. The shares issued with exclusion of the subscription right pursuant to §§ 203 paragraph 1, 186 paragraph 3 sentence 4 AktG on the basis of this authorization in total cannot exceed 10 % of the share capital of the Company at the time the present authorization takes effect or, if lower, the time when this authorization is exercised. The maximum limit of 10 % of the share capital is reduced by the proportionate amount of the share capital which is attributable to the treasury shares of the Company which are sold during the term of the Authorized Capital 2023/II with exclusion of the subscription right of the shareholders pursuant to §§ 71 paragraph 1 no. 8 sentence 5, 186 paragraph 3 sentence 4 AktG. The maximum limit is also reduced by the proportionate amount of the share capital attributable to those shares which are used to service bonds with warrants rights or conversion rights or a duty to exercise a warrant or duty to convert, if the bonds are issued during the term of the Authorized Capital 2023/II with exclusion of the subscription right in corresponding application of § 186 paragraph 3 sentence 4 AktG.

The proportionate amount of the share capital attributable to shares which are issued with exclusion of the subscription right of the shareholders in exchange for cash contributions or contributions in kind cannot in total exceed 10 % of the share capital of the company existing at the time the General Meeting adopts the resolution. Subject to any renewed authorization on the exclusion of the subscription right resolved by a future General Meeting, those shares which are issued during the term of this authorization or any other authorization with the exclusion of the subscription right or which relate to financing instruments with conversion rights or warrants or duties to convert or to exercise warrants which are issued during the term of the authorization under any other authorization which excludes the subscription right of the shareholders will be credited against this limit. If shares are issued with exclusion of the subscription right of the shareholders to members of the Board of Managing Directors, members of senior management or employees of Commerzbank Aktiengesellschaft and its group companies within the meaning of § 18 paragraph 1 AktG in exchange for a contribution in kind consisting of contributing

claims for variable components of compensation, bonus payments or similar claims against the Company or its group companies, the Board of Managing Directors can only make use of the authorization up to a total maximum amount of 3 % of the share capital existing at the time the General Meeting adopts the resolution. The proportionate share capital attributable to shares which are issued or sold to members of the Board of Managing Directors, members of senior management or employees of the Company or its group companies within the meaning of § 18 paragraph 1 AktG in exchange for cash contributions or contributions in kind during the term of the authorization but under another authorization which excludes the subscription right of the shareholders will be credited against this 3 % limit. The Board of Managing Directors is authorized to determine further details for the capital increase and its implementation.

Article 5

(1) The Board of Managing Directors shall determine the form and substance of the share certificates and of dividend coupons and renewal coupons, subject to the approval of the Supervisory Board.

(2) The shareholder's claim to be issued with share certificates shall be excluded, unless such certificates are required under the regulations of a stock exchange on which the share is listed. Global certificates may be issued. The certification is completely excluded for those shares which are registered as electronic shares in an electronic securities register.

III. Constitution of the Company

1. Board of Managing Directors and Representation at Law

Article 6

(1) The Board of Managing Directors shall consist of at least two members.

(2) The Supervisory Board shall determine the number of members of the Board of Managing Directors, their appointment, the revocation of their appointment, and their employment contracts.

Article 7

(1) The Board of Managing Directors shall manage the business of the Company in accordance with the law, the Articles of Association, and the procedural rules.

(2) The procedural rules shall be issued by the Board of Managing Directors with the approval of the Supervisory Board.

Article 8

The Company is represented at law by two members of the Board of Managing Directors or by one member of the Board of Managing Directors together with a *Prokurist* (holder of a special statutory authorization provided for in Article 48 of the German Commercial Code).

Article 9

The procedural rules for the Board of Managing Directors determine the transactions into which the Board of Managing Directors may only enter with the approval of the Supervisory Board. The Supervisory Board may determine that other kinds of business transaction also require its approval.

2. Supervisory Board

Article 10

(1) The Supervisory Board advises and monitors the Board of Managing Directors in its management of the Company pursuant to the legal provisions and these Articles of Association.

(2) The members of the Supervisory Board are bound to secrecy with regard to confidential data and secrets of the Company, in particular business or trade secrets with which they become fa-

miliar through their Supervisory Board activity. This holds especially true for confidential reports and consultations. This obligation continues to apply after they have left office.

(3) The Supervisory Board shall be entitled to amend the Articles of Association provided that such amendments affect only the wording.

Article 11

(1) The Supervisory Board consists of twenty members. Ten of its members are elected by the General Meeting in accordance with the provisions of the Stock Corporation Act and ten members by the employees in accordance with the Codetermination Act (*Mitbestimmungsgesetz*).

(2) Members of the Supervisory Board are elected for the period ending with the close of the General Meeting which approves the actions of the Supervisory Board (*Entlastung*) during the third business year after the commencement of their term of office. The business year in which the term of office begins is not counted. The General Meeting can determine a shorter term of office at the election. Re-election is permitted. Members filling vacancies are elected for the remaining term of office of the departing member, to the extent no other term of office is determined at the election.

(3) For each member of the Supervisory Board it has to elect, the General Meeting may appoint an alternate member who shall replace retiring members of the Supervisory Board in a sequence to be determined at the time of the election. The appointment of replacements for those members of the Supervisory Board to be elected by the employees is governed by § 17 of the Codetermination Act.

(4) Any member of the Supervisory Board and any alternate member may resign, even without good cause, by giving one month's written notice to the Chairman of the Supervisory Board or to the Board of Managing Directors.

Article 12

(1) The Supervisory Board elects a chairman and the vice-chairman as well as any other vice-chairmen from among the members of the Supervisory Board. The election is in each case for the term of office of the elected member of the Supervisory Board. The election takes place immediately after the General Meeting which has newly elected all or some of the members for the shareholders in a meeting which takes place without any special invitation if the Supervisory Board does not have a chairman or vice-chairman when the General Meeting ends.

(2) If one of the above-mentioned members resigns during the term of office, the Supervisory Board must conduct a new election without undue delay.

Article 13

(1) The Supervisory Board may – in addition to the committee to be formed under § 27, (3) of the Codetermination Act – form additional committees from among its members, decide upon their responsibilities and, to the extent permitted by law, delegate to them decision-making powers.

(2) The Chairman of the Supervisory Board, if he is chairman of a committee, shall be entitled to the casting vote provided for in § 29 of the Codetermination Act. This does not apply to the committee to be formed under § 27, (3) of the Codetermination Act.

Article 14

(1) The Chairman of the Supervisory Board shall convene the meetings of the Supervisory Board by fax, electronically or by other customary means of telecommunication, giving two weeks' notice and stating the individual items on the agenda. In urgent cases the notice period may be reduced appropriately and the meeting may also be convened verbally or by telephone.

(2) Resolutions by the Supervisory Board and its committees shall be adopted at meetings. The Chairman of the Supervisory Board or the chairman of a committee may also cause resolutions to be adopted in writing, by telephone, in text form, in electronic or another comparable form,

especially by video conference or in a combination of all the abovementioned procedures. Members of the Supervisory Board have no right to oppose the adoption of resolutions outside meetings.

(3) A quorum of the Supervisory Board is present, if at least ten of its members participate in the voting. Absent members of the Supervisory Board may participate in the voting by presenting their votes in writing through other members of the Supervisory Board present at the meeting. Equally possible is the submission of votes by fax, provided the original of the fax is signed and mention of this fact is explicitly made in the fax. Paragraph 2 shall not be affected.

(4) The resolutions of the Supervisory Board are adopted by simple majority of the votes cast unless otherwise provided by binding law. In the event of a tie, a new vote on the same subject must be taken immediately following the first if this is requested by a member of the Supervisory Board. Should this vote again result in a tie, the Chairman of the Supervisory Board shall have two votes. The appointment of members of the Board of Managing Directors and the revocation of their appointment is governed by § 31 of the Codetermination Act.

(5) Where not all members of the Supervisory Board participate in the voting, the vote is to be postponed if requested by at least three members. In the event of postponement, the vote has to be taken either at the next Supervisory Board meeting to be convened pursuant to paragraph 1, or in accordance with paragraph 2, second sentence. A further postponement regarding the same subjects is permissible only if so resolved by the Supervisory Board.

(6) Postponement is ruled out if, in all cases of paragraph 5, an equal number of representatives of the shareholders and of the employees, including the Chairman of the Supervisory Board, participate in the voting.

(7) Proceedings at the meetings of the Supervisory Board shall be recorded in minutes to be signed by the chairman of the meeting.

(8) To the extent not provided herein, the Supervisory Board establishes its own procedural rules.

(9) The Supervisory Board and its committees shall be represented by the Chairman acting on behalf of the Supervisory Board.

Article 15

(1) The members of the Supervisory Board will receive annual compensation in the amount of Euro 90,000.00. The chairman of the Supervisory Board will receive three times this compensation, and the vice-chairman will receive double this compensation.

(2) The members of the Supervisory Board receive additional compensation in an annual amount of Euro 33,000.00 for membership in any committee of the Supervisory Board which meets more than once in the calendar year. The chairman of the committee will receive in each case twice these amounts.

(3) If a member of the Supervisory Board has more than one office referred to in paragraph 2, a maximum of three of these offices will be compensated. The three highest compensated offices will be used as the basis. This accordingly constitutes compensation for every additional office in a committee of the Supervisory Board.

(4) Members of the Supervisory Board who have belonged to the Supervisory Board or a committee of the Supervisory Board during just part of the business year will receive a lower compensation under paragraphs 1 to 3 for that business year proportionately based on time.

(5) In addition, each member of the Supervisory Board will receive an amount of Euro 1,500.00 for each participation (in person or virtually) in a meeting or conference call of the Supervisory Board or a committee of the Supervisory Board. The payment for attending a meeting will only be made once in the case of multiple meetings or conference calls taking place on one day.

(6) The compensation under paragraphs 1 to 3 and the payment for attending a meeting are payable in each case at the end of the business year.

(7) The Company will reimburse to the members of the Supervisory Board the disbursements they incur in the exercise of the office and any value added tax accruing on the compensation or the reimbursement of disbursements. In addition, any employer contributions for social insurance arising under foreign law with regard to the service in the Supervisory Board will be paid for each member of the Supervisory Board. Reasonable support in terms of personnel and material support will be provided to the chairman of the Supervisory Board, and especially travel expenses for representative responsibilities resulting from his function and costs for security measures required because of his function will be reimbursed.

(8) The members of the Supervisory Board will be covered in financial liability insurance with a deductible maintained by the Company in a reasonable amount. Accident insurance coverage in a reasonable amount will also be provided for the chairman of the Supervisory Board. The Company will pay the premiums for the respective insurance.

(9) The above provisions apply for the first time for the business year beginning on 1 January 2026 and replace the previous provision in the Articles of Association starting at that point in time.

3. General Meeting

Article 16
The General Meeting of the Company takes place at the registered office of the Company, at a location within a radius of 50 km of the registered office, at another location of a German stock exchange or in a large German city having more than 150,000 residents.

Article 17
(1) The General Meeting shall be convened by the Board of Managing Directors or the Supervisory Board at least thirty days prior to the day of the General Meeting, unless the law provides for a deviating period of notice. This period of notice for convening the General Meeting shall be extended by the days of the registration period (§ 17 (2)). As a deviation from the above rules, a General Meeting for which the agenda includes a capital increase alone or in addition to other items on the agenda must be called at least fourteen days prior to the date of the General Meeting if (1) the prerequisites for activity by the supervisory authority under § 36 paragraph 1 sentence 1 or sentence 2 German Recovery and Resolution Act are satisfied, and (2) a capital increase is required in order to prevent the prerequisites for a resolution within the meaning of § 62 German Recovery and Resolution Act occurring. This minimum period is not extended by the days in the registration period.

(2) All shareholders are entitled to attend the General Meeting and to exercise voting rights who, at least six days prior to the General Meeting, register with the Company or any other depository mentioned in the announcement to convene the General Meeting to attend the meeting, providing evidence that they hold shares, in text form in German or English. The ownership of the shares must be confirmed by proof from the final intermediary in text form in German or English; proof that the shares are held from the final intermediary in accordance with the requirements in § 67c para. 3 AktG is sufficient; such confirmation has to relate to the close of business (24 hours) of the twenty-second day before the General Meeting. The required registration for a General Meeting to be called under § 17 paragraph 1 sentence 3 of the Articles of Association can also be still made at least three days prior to the General Meeting as a deviation from sentence 1.

(3) The voting right may be exercised by proxy. The proxy may also be a proxy appointed by the Company. If proxy is not granted to either an intermediary nor another person referred to in § 135 paragraph 8 Stock Corporations Act, the power of attorney must be issued in text form. The details of the granting of proxy vis-a-vis the Company will be announced together with the convening of the General Meeting.

(4) The Board of Managing Directors may provide that the shareholders may take part in the General Meeting also without being present at its venue and without a proxy and may exercise all of their rights, or individual ones, in whole or in part by means of electronic communication. It may regulate the extent and procedure in detail. If the Board of Managing Directors makes use of this authorization, further details are to be communicated in the announcement to convene the General Meeting.

(5) The Board of Managing Directors may provide that shareholders may submit their votes, also without taking part in the General Meeting, in writing or by means of electronic communication (postal vote). It may regulate the procedure of the postal vote in detail. If the Board of Managing Directors makes use of this authorization, further details are to be communicated in the announcement to convene the General Meeting.

(6) The Company may permit either the entire General Meeting or parts of it to be transmitted in word and image via electronic or other media. This must be mentioned in the invitation to the General Meeting.

(7) Members of the Supervisory Board resident outside the Federal Republic of Germany may take part in the General Meeting by means of video transmission. In the event of a virtual General Meeting, all members of the Supervisory Board, except the chairman of the meeting, are permitted to participate in the virtual General Meeting by way of video transmission.

Article 17a

The Board of Managing Directors is authorized, with regard to General Meetings that take place prior to the end of the day on 31 May 2027, to provide that the General Meeting will be conducted without the physical presence of the shareholders or their proxies at the location of the General Meeting (virtual General Meeting).

Article 18

(1) The General Meeting will be presided over by the Chairman of the Supervisory Board or any other member of the Supervisory Board appointed by him. If neither the Chairman nor the member appointed by him is present, the member most senior in years of the shareholders' representatives on the Supervisory Board attending the meeting shall preside. If none of the shareholders' representatives is present, the shareholder most senior in years shall open the meeting and see to it that a chairman is duly elected.

(2) The chairman shall preside at the meeting. He may set the order of items in deviation from the agenda announced. He may also determine the manner of voting. The chairman is authorized to impose reasonable time restrictions on the right of the shareholder to put questions and to make statements. In particular, he may establish reasonable time limits at the outset or during the General Meeting for the entire span of the General Meeting, for discussion of the individual points on the agenda, and for individual questions or statements.

Article 19

(1) Each no-par-value share entitles the bearer to one vote at the General Meeting.

(2) If the statutory minimum investment has been effected, shares which are not fully paid in confer voting rights in the proportion of the amounts paid in to the lowest issue price.

(3) The General Meeting shall adopt its resolutions by a simple majority of votes cast, unless binding law or the Articles of Association require a larger majority. In cases in which the law in non-mandatory form requires the vote by a majority of the capital represented, a simple majority of the capital represented shall be sufficient.

(4) A majority of four fifths of the votes cast is required for a resolution providing for the winding-up of the Company. This majority must represent at least three quarters of the capital.

IV. Business year

Article 20
The business year is the calendar year.

Article 21
An ordinary General Meeting shall be held within the first eight months of each business year. The following items shall be included in the agenda:

1. Presentation of the Annual Accounts, the Management Report, and the report of the Supervisory Board, as well as a proposal regarding the appropriation of the distributable profit.

2. Resolution on the Annual Accounts in instances where approval by the General Meeting is required by law.

3. Resolution on the appropriation of the distributable profit.

4. Resolution on approval of the actions (*Entlastung*) of the members of the Board of Managing Directors and of the Supervisory Board.

5. Appointment of members of the Supervisory Board, if necessary.

6. Appointment of the auditors.

Article 22
(1) In the event of an increase in share capital, a manner of distribution of profits may be determined for the new shares which deviates from the provisions of § 60, (2) Stock Corporation Act.

(2) To the extent that the Bank, with the approval of the General Meeting, has issued profitsharing rights (*Genussrechte*), whose conditions of issue entitle the holders to claim payment from the distributable profit, shareholders shall have no claim to this section of the distributable profit (§ 58, (4) Stock Corporation Act).

V. Provisions concerning contributions in kind

Article 23
(1) Of the founders, Commerzbank Aktiengesellschaft has made the following contributions in kind:

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(Contains specific provisions concerning contributions in kind of the former Commerzbank AG under § 27 Stock Corporation ActS)



COMMERZBANK

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