



COMMERZBANK

# Commerzbank Annual General Meeting

Voting results

May 31, 2023

At the AGM 275 shareholders and shareholder proxies were represented by the voting right representatives of the company. In total they represented 555,398,757 shares resp. voting rights. In addition, 208,481,870 votes by absentee ballot were cast. In total, around 61.00% of the statutory share capital was represented at the AGM.

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**Item 2 on the agenda:**

**Resolution on the use of the profit shown on the balance sheet**

- Number of shares for which valid votes were cast: 763,703,340
- In % of the statutory share capital: 60.98%
- Yes votes: 763,588,934 = 99.99%
- No votes: 114,406 = 0.01%

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**Item 3 on the agenda:**

**Resolution on the ratification of actions by the members of the Board of Managing Directors**

Dr. Manfred Knof

- Number of shares for which valid votes were cast: 761,899,654
- In % of the statutory share capital: 60.84%
- Yes votes: 731,154,588 = 95.96%
- No votes: 30,745,066 = 4.04%

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**Item 3 on the agenda:**

**Resolution on the ratification of actions by the members of the Board of Managing Directors**

Dr. Bettina Orlopp

- Number of shares for which valid votes were cast: 761,899,654
- In % of the statutory share capital: 60.84%
- Yes votes: 731,147,602 = 95.96%
- No votes: 30,752,052 = 4.04%

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**Item 3 on the agenda:**

**Resolution on the ratification of actions by the members of the Board of Managing Directors**

Dr. Marcus Chromik

- Number of shares for which valid votes were cast: 761,899,120
- In % of the statutory share capital: 60.84%
- Yes votes: 731,148,212 = 95.96%
- No votes: 30,750,908 = 4.04%

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**Item 3 on the agenda:**

**Resolution on the ratification of actions by the members of the Board of Managing Directors**

Michael Kotzbauer

- Number of shares for which valid votes were cast: 761,886,920
  - In % of the statutory share capital: 60.84%
  - Yes votes: 731,141,832 = 95.96%
  - No votes: 30,745,088 = 4.04%
- 

**Item 3 on the agenda:**

**Resolution on the ratification of actions by the members of the Board of Managing Directors**

Thomas Schaufler

- Number of shares for which valid votes were cast: 761,886,620
  - In % of the statutory share capital: 60.84%
  - Yes votes: 731,140,066 = 95.96%
  - No votes: 30,746,554 = 4.04%
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**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Helmut Gottschalk

- Number of shares for which valid votes were cast: 758,274,001
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,089,599 = 96.41%
  - No votes: 27,184,402 = 3.59%
- 

**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Heike Anscheit

- Number of shares for which valid votes were cast: 758,273,329
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,089,477 = 96.42%
  - No votes: 27,183,852 = 3.58%
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**Item 3 on the agenda:**

**Resolution on the ratification of actions by the members of the Board of Managing Directors**

Dr. Jörg Oliveri del Castillo-Schulz

- Number of shares for which valid votes were cast: 761,879,882
  - In % of the statutory share capital: 60.84%
  - Yes votes: 731,133,674 = 95.96%
  - No votes: 30,746,208 = 4.04%
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**Item 3 on the agenda:**

**Resolution on the ratification of actions by the members of the Board of Managing Directors**

Sabine Schmittroth

- Number of shares for which valid votes were cast: 761,899,082
  - In % of the statutory share capital: 60.84%
  - Yes votes: 731,153,794 = 95.96%
  - No votes: 30,745,288 = 4.04%
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**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Uwe Tschäge

- Number of shares for which valid votes were cast: 758,272,701
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,088,449 = 96.41%
  - No votes: 27,184,252 = 3.59%
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**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Alexander Boursanoff

- Number of shares for which valid votes were cast: 758,271,973
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,088,121 = 96.42%
  - No votes: 27,183,852 = 3.58%
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**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Gunnar de Buhr

- Number of shares for which valid votes were cast: 758,273,329
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,089,477 = 96.42%
  - No votes: 27,183,852 = 3.58%
- 

**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Dr. Frank Czichowski

- Number of shares for which valid votes were cast: 758,273,129
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,088,211 = 96.41%
  - No votes: 27,184,918 = 3.59%
- 

**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Dr. Jutta A. Dönges

- Number of shares for which valid votes were cast: 758,273,529
  - In % of the statutory share capital: 60,55%
  - Yes votes: 731,088,039 = 96.41%
  - No votes: 27,185,490 = 3.59%
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**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Stefan Jennes

- Number of shares for which valid votes were cast: 758,270,713
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,086,711 = 96.42%
  - No votes: 27,184,002 = 3.58%
- 

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**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Stefan Burghardt

- Number of shares for which valid votes were cast: 758,273,329
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,089,477 = 96.42%
  - No votes: 27,183,852 = 3.58%
- 

**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Sabine U. Dietrich

- Number of shares for which valid votes were cast: 758,273,129
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,088,211 = 96.41%
  - No votes: 27,184,918 = 3.59%
- 

**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Monika Fink

- Number of shares for which valid votes were cast: 758,271,779
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,086,861 = 96.41%
  - No votes: 27,184,918 = 3.59%
- 

**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Kerstin Jerchel

- Number of shares for which valid votes were cast: 758,270,713
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,086,711 = 96.42%
  - No votes: 27,184,002 = 3.58%
-

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**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Burkhard Keese

- Number of shares for which valid votes were cast: 758,270,713
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,086,861 = 96.42%
  - No votes: 27,183,852 = 3.58%
- 

**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Daniela Mattheus

- Number of shares for which valid votes were cast: 758,270,951
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,074,599 = 96.41%
  - No votes: 27,196,352 = 3.59%
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**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Robin J. Stalker

- Number of shares for which valid votes were cast: 758,270,951
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,074,577 = 96.41%
  - No votes: 27,196,374 = 3.59%
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**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Frank Westhoff

- Number of shares for which valid votes were cast: 758,270,951
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,069,179 = 96.41%
  - No votes: 27,201,772 = 3.59%
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**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Alexandra Krieger

- Number of shares for which valid votes were cast: 758,270,951
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,069,179 = 96.41%
  - No votes: 27,201,772 = 3.59%
- 

**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Caroline Seifert

- Number of shares for which valid votes were cast: 758,245,507
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,043,735 = 96.41%
  - No votes: 27,201,772 = 3.59%
- 

**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Dr. Gertrude Tumpel-Gugerell

- Number of shares for which valid votes were cast: 758,271,351
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,074,356 = 96.41%
  - No votes: 27,196,995 = 3.59%
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**Item 4 on the agenda:**

**Resolution on the ratification of actions by the members of the Supervisory Board**

Stefan Wittmann

- Number of shares for which valid votes were cast: 758,271,328
  - In % of the statutory share capital: 60.55%
  - Yes votes: 731,074,576 = 96.41%
  - No votes: 27,196,752 = 3.59%
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**Item 5.1 on the agenda:**

**Election of the auditor for the financial statements and the consolidated financial statements for the financial year 2023 as well as election of the auditor for the audit review of (any) interim financial information for the financial year 2023**

- Number of shares for which valid votes were cast: 763,627,628
  - In % of the statutory share capital: 60.98%
  - Yes votes: 758,100,826 = 99.28%
  - No votes: 5,526,802 = 0.72%
- 

**Item 6 on the agenda:**

**Resolution on the approval of the remuneration report for the financial year 2022**

- Number of shares for which valid votes were cast: 760,009,765
  - In % of the statutory share capital: 60.69%
  - Yes votes: 652,184,367 = 85.81%
  - No votes: 107,825,398 = 14.19%
- 

**Item 7.2 on the agenda:**

**New election of members of the Supervisory Board:**

Dr. Frank Czichowski

- Number of shares for which valid votes were cast: 759,766,864
- In % of the statutory share capital: 60.67%
- Yes votes: 753,963,805 = 99.24%
- No votes: 5,803,059 = 0.76%

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**Item 5.2 on the agenda:**

**Election of the auditor for the financial statements and the consolidated financial statements for the quarters in the financial year 2024 which will have been completed prior to the regular general shareholders' meeting 2024**

- Number of shares for which valid votes were cast: 763,626,872
  - In % of the statutory share capital: 60.98%
  - Yes votes: 758,098,706 = 99.28%
  - No votes: 5,528,166 = 0.72%
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**Item 7.1 on the agenda:**

**New election of members of the Supervisory Board:**

Harald Christ

- Number of shares for which valid votes were cast: 759,771,414
  - In % of the statutory share capital: 60.67%
  - Yes votes: 716,439,402 = 94.30%
  - No votes: 43,332,012 = 5.70%
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**Item 7.3 on the agenda:**

**New election of members of the Supervisory Board:**

Sabine U. Dietrich

- Number of shares for which valid votes were cast: 759,743,469
- In % of the statutory share capital: 60.67%
- Yes votes: 757,993,998 = 99.77%
- No votes: 1,749,471 = 0.23%

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**Item 7.4 on the agenda:**

**New election of members of the Supervisory Board:**

Dr. Jutta A. Dönges

- Number of shares for which valid votes were cast: 763,559,426
  - In % of the statutory share capital: 60.97%
  - Yes votes: 620,676,354 = 81.29%
  - No votes: 142,883,072 = 18.71%
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**Item 7.6 on the agenda:**

**New election of members of the Supervisory Board:**

Daniela Mattheus

- Number of shares for which valid votes were cast: 759,832,210
  - In % of the statutory share capital: 60.67%
  - Yes votes: 758,510,389 = 99.83%
  - No votes: 1,321,821 = 0.17%
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**Item 7.8 on the agenda:**

**New election of members of the Supervisory Board:**

Dr. Gertrude Tumpel-Gugerell

- Number of shares for which valid votes were cast: 759,839,636
  - In % of the statutory share capital: 60.67%
  - Yes votes: 693,019,672 = 91.21%
  - No votes: 66,819,964 = 8.79%
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**Item 7.5 on the agenda:**

**New election of members of the Supervisory Board:**

Burkhard Keese

- Number of shares for which valid votes were cast: 759,763,062
  - In % of the statutory share capital: 60.67%
  - Yes votes: 733,316,969 = 96.52%
  - No votes: 26,446,093 = 3.48%
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**Item 7.7 on the agenda:**

**New election of members of the Supervisory Board:**

Caroline Seifert

- Number of shares for which valid votes were cast: 759,830,375
  - In % of the statutory share capital: 60.67%
  - Yes votes: 758,479,845 = 99.82%
  - No votes: 1,350,530 = 0.18%
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**Item 7.9 on the agenda:**

**New election of members of the Supervisory Board:**

Dr. Jens Weidmann

- Number of shares for which valid votes were cast: 75,840,715
  - In % of the statutory share capital: 60.67%
  - Yes votes: 753,759,133 = 99.20%
  - No votes: 6,081,582 = 0.80%
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**Item 7.10 on the agenda:**

**New election of members of the Supervisory Board:**

Frank Westhoff

- Number of shares for which valid votes were cast: 759,836,133
- In % of the statutory share capital: 60.67%
- Yes votes: 735,686,190 = 96.82%
- No votes: 24,149,943 = 3.18%

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**Item 9 on the agenda:**

**Resolution on cancelling the Authorized Capital 2019/II, authorization for the Board of Managing Directors to increase the share capital (Authorized Capital 2023/II) – with the possibility of excluding the subscription right of the shareholders – as well as the corresponding amendment to the Articles of Association**

- Number of shares for which valid votes were cast: 742,370,365
- In % of the statutory share capital: 59.28%
- Yes votes: 718,685,540 = 96.81%
- No votes: 23,684,825 = 3.19%

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**Item 11 on the agenda:**

**Resolution amending the Articles of Association with regard to the authorization for a virtual general shareholders' meeting**

- Number of shares for which valid votes were cast: 733,149,898
- In % of the statutory share capital: 58.54%
- Yes votes: 642,620,970 = 87.65%
- No votes: 90,528,928 = 12.35%

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**Item 8 on the agenda:**

**Resolution on cancelling the Authorized Capital 2019/I, authorization for the Board of Managing Directors to increase the share capital (Authorized Capital 2023/I) – with the possibility of excluding the subscription right of the shareholders – as well as the corresponding amendment to the Articles of Association**

- Number of shares for which valid votes were cast: 763,643,038
- In % of the statutory share capital: 60.98%
- Yes votes: 730,592,998 = 95.67%
- No votes: 33,050,040 = 4.33%

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**Item 10 on the agenda:**

**Resolution authorizing the Board of Managing Directors to issue profit sharing rights (Genussrechte) and other hybrid debt instruments with the possibility to exclude the subscription right of the shareholders**

- Number of shares for which valid votes were cast: 754,369,303
- In % of the statutory share capital: 60.24%
- Yes votes: 743,747,344 = 98.59%
- No votes: 10,621,959 = 1.41%

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**Item 12 on the agenda:**

**Resolution amending the Articles of Association concerning the presence of the Supervisory Board at a virtual general shareholders' meeting**

- Number of shares for which valid votes were cast: 754,418,948
- In % of the statutory share capital: 60.24%
- Yes votes: 715,605,863 = 94.86%
- No votes: 38,813,085 = 5.14%

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**Item 13 on the agenda:**

**Resolution about amending the Articles of Association with regard to the location of the meeting**

- Number of shares for which valid votes were cast: 763,647,800
- In % of the statutory share capital: 60.98%
- Yes votes: 762,083,292 = 99.80%
- No votes: 1,564,508 = 0.20%

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**Request of the shareholder Dr. Ulrich J. Giebel for the deselection of the chairman of the meeting**

- Number of shares for which valid votes were cast: 195,789,330
  - In % of the statutory share capital: 15.63%
  - Yes votes: 11,689 = 0.01%
  - No votes: 195,777,641 = 99.99%
-