

Announcement pursuant to Art. 5(1) lit. a) of Regulation (EU) No 596/2014 and Art. 2(1) of Delegated Regulation (EU) 2016/1052 / (Share Buyback Programme 2024)

Frankfurt am Main, January 9, 2024

After having received the regulatory approvals, Commerzbank AG has announced by way of an ad-hoc disclosure dated December 20, 2023, that a buyback programme of its own shares (ISIN: DE 000 CBK 1001) is planned starting January 2024. On January 9, 2024, the Board of Managing Directors of Commerzbank AG has resolved to carry out a share buyback programme for a total purchase price (including incidental costs) of up to EUR 600 million ("Share Buyback Programme 2024"). The buyback via the Xetra-trading system of the Frankfurt stock exchange will begin on January 10, 2024, and will be conducted for a period until April 4, 2024, at the latest. The purpose of the share buyback is the reduction of the share capital of Commerzbank AG. The repurchased shares of Commerzbank AG will be redeemed.

The Share Buyback Programme 2024 will be carried out based on the authorization of the Annual General Meeting of Commerzbank AG on May 13, 2020. Under this authorization and according to § 71 Sec. 1 No 8 German Stock Corporation Act (AktG), Commerzbank AG is authorized to acquire until May 12, 2025, own shares in an amount of up to 10% of the lower value of the share capital existing at the time of the resolution on the authorization or the share capital existing at the time the authorization is exercised. Therefore, it is possible to buy back up to 113,101,458 shares currently, considering the accomplished Share Buyback Programme in June 2023. If the shares are repurchased over a stock exchange, the purchase price per share (excluding incidental costs for the acquisition) shall not exceed by more than 10%, and not fall short of by more than 20%, the average value of the stock prices (closing auction price for the Commerzbank shares in the Xetra-trading system or any comparable successor system) on the Frankfurt Stock Exchange on the three trading days preceding the respective acquisition when the shares are acquired through the exchange.

The purchase of own shares by way of the Share Buyback Programme 2024 will be carried out by instructing a credit institution, in a way that the credit institution resells the acquired share to Commerzbank AG. It is intended, that the credit institution will make its trading decisions concerning the timing of the purchases of the shares of Commerzbank AG independently of and without any influence from Commerzbank AG within the meaning of Art. 4(2) lit. b) of Delegated Regulation (EU) 2016/1052 of the Commission of March 8, 2016 ("Delegated Regulation (EU) 2016/1052"). Insofar, Commerzbank AG will not exercise any influence over the credit institution's decisions.

Commerzbank AG will carry out the purchases in accordance with Art. 5 of Regulation (EU) No 596/2014 of the European Parliament and the Council of April 16, 2014 as well as the provisions of Delegated Regulation (EU) 2016/1052 and on the basis of the aforementioned authorization by the Annual General Meeting of Commerzbank AG on May 13, 2020. The credit institution instructed with the purchase of shares of Commerzbank AG has been obligated accordingly by Commerzbank AG.

The shares of Commerzbank AG will be purchased at market prices in accordance with the conditions for trading pursuant to Art. 3 of Delegated Regulation (EU) 2016/1052. In particular, the shares of Commerzbank AG will not be purchased at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out. In addition, Commerzbank AG will not purchase on any trading day more than 25% of the average daily volume of the shares on the trading venue on which the purchase is carried out. The average daily volume is calculated based on the average daily volume traded during the 20 trading days preceding the date of the respective purchase.

To the extent required and legally permissible, the Share Buyback Programme 2024 can be suspended and also resumed at any time.

Information on the transactions relating to the Share Buyback Programme 2024 will be adequately disclosed according to Art. 2 Sec. 3 of Delegated Regulation (EU) 2016/1052 no later than by the end of the seventh daily market session following the date of execution of such transactions. In addition, Commerzbank AG will post on its website (www.investor-relations.commerzbank.com) under section "Investor Relations" the transactions disclosed and keep that information available for the public for at least a 5-year period from the date of public disclosure.

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