

Commerzbank Annual General Meeting

Voting on proposals contained in the agenda

May 23, 2012

A total of 2,593,417,577 shares with an equal number of voting rights or 46.3598% of the share capital was represented at the AGM. In addition, 13,470,963 votes by absentee ballot were cast for further shares. In total, 46.6006% of the statutory share capital was represented at the AGM.

Item 2 on the agenda:

Resolution of the members of the Board of Managing Directors

Granting discharge of Martin Blessing

- Number of shares for which valid votes were cast:
1,956,345,246
- In % of the statutory share capital: 34.9715%
- Yes votes: 1,910,331,743 = 97.6480%
- No votes: 46,013,503 = 2.3520%

Granting discharge of Dr. Achim Kassow

- Number of shares for which valid votes were cast:
2,580,919,961
- In % of the statutory share capital: 46.1364%
- Yes votes: 2,533,809,931 = 98.1747%
- No votes: 47,110,030 = 1.8253%

Granting discharge of Frank Annuscheit

- Number of shares for which valid votes were cast:
2,580,885,715
- In % of the statutory share capital: 46.1358%
- Yes votes: 2,533,756,578 = 98.1739%
- No votes: 47,129,137 = 1.8261%

Granting discharge of Jochen Klösiges

- Number of shares for which valid votes were cast:
2,580,917,724
- In % of the statutory share capital: 46.1364%
- Yes votes: 2,533,753,794 = 98.1726%
- No votes: 47,163,930 = 1.8274%

Granting discharge of Markus Beumer

- Number of shares for which valid votes were cast:
2,580,926,327
- In % of the statutory share capital: 46.1365%
- Yes votes: 2,533,800,610 = 98.1741%
- No votes: 47,125,717 = 1.8259%

Granting discharge of Michael Reuther

- Number of shares for which valid votes were cast:
2,580,929,009
- In % of the statutory share capital: 46.1366%
- Yes votes: 2,533,805,516 = 98.1742%
- No votes: 47,123,493 = 1.8258%

Item 3 on the agenda:

Granting discharge of Dr. Stefan Schmittmann

- Number of shares for which valid votes were cast:
2,533,239,115
- In % of the statutory share capital: 45.2840%
- Yes votes: 2,486,106,100 = 98.1394%
- No votes: 47,133,015 = 1.8606%

Granting discharge of Ulrich Sieber

- Number of shares for which valid votes were cast:
2,580,922,300
- In % of the statutory share capital: 46.1364%
- Yes votes: 2,533,784,425 = 98.1736%
- No votes: 47,137,875 = 1.8264%

Granting discharge of Dr. Eric Strutz

- Number of shares for which valid votes were cast:
2,580,976,248
- In % of the statutory share capital: 46.1374%
- Yes votes: 2,533,991,303 = 98.1796%
- No votes: 46,984,945 = 1.8204%

Granting discharge of Martin Zielke

- Number of shares for which valid votes were cast:
2,580,942,237
- In % of the statutory share capital: 46.1368%
- Yes votes: 2,533,829,712 = 98.1746%
- No votes: 47,112,525 = 1.8254%

Resolution of the members of the Supervisory Board

Granting discharge of Klaus-Peter Müller

- Number of shares for which valid votes were cast:
2,580,691,285
- In % of the statutory share capital: 46.1323%
- Yes votes: 2,530,648,541 = 98.0609%
- No votes: 50,042,744 = 1.9391%

Granting discharge of Uwe Tschäge

- Number of shares for which valid votes were cast:
2,580,701,454
- In % of the statutory share capital: 46.1325%
- Yes votes: 2,530,914,852 = 98.0708%
- No votes: 49,786,602 = 1.9292%

Granting discharge of Hans-Hermann Altenschmidt

- Number of shares for which valid votes were cast:
2,580,696,504
- In % of the statutory share capital: 46.1324%
- Yes votes: 2,530,896,011 = 98.0703%
- No votes: 49,800,493 = 1.9297%

Granting discharge of Dott. Sergio Balbinot

- Number of shares for which valid votes were cast:
2,580,818,961
- In % of the statutory share capital: 46.1346%
- Yes votes: 2,533,401,905 = 98.1627%
- No votes: 47,417,056 = 1.8373%

Granting discharge of Dr.-Ing. Burckhard Bergmann

- Number of shares for which valid votes were cast:
2,580,683,907
- In % of the statutory share capital: 46.1322%
- Yes votes: 2,530,883,664 = 98.0703%
- No votes: 49,800,243 = 1.9297%

Granting discharge of Dr. Nikolaus von Bomhard

- Number of shares for which valid votes were cast:
2,580,781,572
- In % of the statutory share capital: 46.1339%
- Yes votes: 2,530,995,853 = 98.0709%
- No votes: 49,785,719 = 1.9291%

Granting discharge of Karin van Brummelen

- Number of shares for which valid votes were cast:
2,533,018,371
- In % of the statutory share capital: 45.2801%
- Yes votes: 2,483,288,926 = 98.0368%
- No votes: 49,729,445 = 1.9632%

Granting discharge of Astrid Evers

- Number of shares for which valid votes were cast:
2,580,698,202
- In % of the statutory share capital: 46.1324%
- Yes votes: 2,530,957,165 = 98.0726%
- No votes: 49,741,037 = 1.9274%

Granting discharge of Uwe Foullong

- Number of shares for which valid votes were cast:
2,580,688,809
- In % of the statutory share capital: 46.1323%
- Yes votes: 2,530,889,878 = 98.0703%
- No votes: 49,798,931 = 1.9297%

Granting discharge of Daniel Hampel

- Number of shares for which valid votes were cast:
2,580,685,055
- In % of the statutory share capital: 46.1322%
- Yes votes: 2,530,895,048 = 98.0707%
- No votes: 49,790,007 = 1.9293%

Granting discharge of Dr.-Ing. Otto Happel

- Number of shares for which valid votes were cast:
2,533,011,136
- In % of the statutory share capital: 45.2800%
- Yes votes: 2,483,228,434 = 98.0346%
- No votes: 49,782,702 = 1.9654%

Granting discharge of Beate Hoffmann

- Number of shares for which valid votes were cast:
2,533,013,976
- In % of the statutory share capital: 45.2800%
- Yes votes: 2,483,285,788 = 98.0368%
- No votes: 49,728,188 = 1.9632%

Granting discharge of Sonja Kasischke

- Number of shares for which valid votes were cast:
2,580,686,858
- In % of the statutory share capital: 46.1322%
- Yes votes: 2,530,930,664 = 98.0720%
- No votes: 49,756,194 = 1.9280%

Granting discharge of Prof. Dr.-Ing. E.h. Hans-Peter Keitel

- Number of shares for which valid votes were cast:
2,580,682,676
- In % of the statutory share capital: 46.1321%
- Yes votes: 2,530,950,619 = 98.0729%
- No votes: 49,732,057 = 1.9271%

Granting discharge of Alexandra Krieger

- Number of shares for which valid votes were cast:
2,578,496,911
- In % of the statutory share capital: 46.0931%
- Yes votes: 2,530,962,622 = 98.1565%
- No votes: 47,534,289 = 1.8435%

Granting discharge of Dr. h.c. Edgar Meister

- Number of shares for which valid votes were cast:
2,580,787,501
- In % of the statutory share capital: 46.1340%
- Yes votes: 2,530,932,455 = 98.0682%
- No votes: 49,855,046 = 1.9318%

Granting discharge of Prof. h.c. (CHN) Dr. rer. oec. Ulrich Middelmann

- Number of shares for which valid votes were cast:
2,580,693,975
- In % of the statutory share capital: 46.1324%
- Yes votes: 2,530,903,761 = 98.0707%
- No votes: 49,790,214 = 1.9293%

Granting discharge of Dr. Helmut Perlet

- Number of shares for which valid votes were cast:
2,580,795,809
- In % of the statutory share capital: 46.1342%
- Yes votes: 2,531,023,139 = 98.0714%
- No votes: 49,772,670 = 1.9286%

Granting discharge of Barbara Priester

- Number of shares for which valid votes were cast:
2,580,692,011
- In % of the statutory share capital: 46.1323%
- Yes votes: 2,530,972,311 = 98.0734%
- No votes: 49,719,700 = 1.9266%

Granting discharge of Mark Roach

- Number of shares for which valid votes were cast:
2,580,668,636
- In % of the statutory share capital: 46.1319%
- Yes votes: 2,530,832,220 = 98.0689%
- No votes: 49,836,416 = 1.9311%

Granting discharge of Dr. Marcus Schenck

- Number of shares for which valid votes were cast:
2,533,008,326
- In % of the statutory share capital: 45.2799%
- Yes votes: 2,483,291,518 = 98.0372%
- No votes: 49,716,808 = 1.9628%

Item 4 on the agenda:

Resolution on the appointment of the Auditor, the Group Auditor and the auditor to review the interim financial statements for the financial year 2012

- Number of shares for which valid votes were cast:
2,551,714,656
- In % of the statutory share capital: 45.6143%
- Yes votes: 2,536,763,181 = 99.4141%
- No votes: 14,951,475 = 0.5859%

Item 5 on the agenda:

Resolution on the appointment of the auditor to review the interim financial statements for the first quarter of the 2013 financial year

- Number of shares for which valid votes were cast:
2,599,332,323
- In % of the statutory share capital: 46.4655%
- Yes votes: 2,584,352,662 = 99.4237%
- No votes: 14,979,661 = 0.5763 %

Item 6 on the agenda:

Resolution on the new election of a member of the Supervisory Board
Dr. Gertrude Tumpel-Gugerell

- Number of shares for which valid votes were cast:
2,599,279,555
- In % of the statutory share capital: 46.4646%
- Yes votes: 2,588,648,091 = 99.5910%
- No votes: 10,631,464 = 0.4090%

Item 7 on the agenda:

Resolution authorizing the Board of Managing Directors to increase the share capital (Authorized Capital 2012/I) – with the possibility to exclude the subscription right of the shareholders – as well as corresponding amendment to the Articles of Association

- Number of shares for which valid votes were cast:
2,553,447,840
- In % of the statutory share capital: 45.6453%
- Yes votes: 2,476,641,794 = 96.9921%
- No votes: 76,806,046 = 3.0079%

Item 7a on the agenda:

Special resolution of the holders of common shares with the securities code number 803 200 concerning the resolution of the Annual General Shareholders Meeting under Agenda item 7 (Authorization of the Board of Managing Directors to increase the share capital (Authorized Capital 2012/I) – with the possibility of excluding the subscription right of the shareholders – as well as corresponding amendment to the Articles of Association)

- Number of shares for which valid votes were cast:
2,423,130,293
- In % of the statutory share capital: 44.2667%
- Yes votes: 2,301,278,264 = 94.9713%
- No votes: 121,852,029 = 5.0287%

Item 7b on the agenda:

Special resolution of the holders of common shares with the securities code number A1M MES concerning the resolution of the Annual General Shareholders Meeting under Agenda item 7 (Authorization of the Board of Managing Directors to increase the share capital (Authorized Capital 2012/I) – with the possibility of excluding the subscription right of the shareholders – as well as corresponding amendment to the Articles of Association)

- Number of shares for which valid votes were cast:
120,169,989
- In % of the statutory share capital: 100.0000%
- Yes votes: 120,169,989 = 100.0000%
- No votes: 0 = 0.0000%

Item 8 on the agenda:

Resolution authorizing the Board of Managing Directors to increase the share capital in exchange for contributions pursuant to § 7b Financial Market Stabilization Acceleration Act (Finanzmarktstabilisierungsbeschleunigungsgesetz) (Authorized Capital 2012/II) – with the possibility to exclude the subscription right of the shareholders – as well as corresponding amendment to the Articles of Association

- Number of shares for which valid votes were cast:
2,568,284,731
- In % of the statutory share capital: 45.9105%
- Yes votes: 2,431,273,013 = 94.6652%
- No votes: 137,011,718 = 5.3348%

Item 8a on the agenda:

Special resolution of the holders of common shares with the securities code 803 200 concerning the resolution of the Annual General Shareholders Meeting under Agenda item 8 (Authorization for the Board of Managing Directors to increase the share capital in exchange for contributions pursuant to § 7b Financial Market Stabilization Acceleration Act (Authorized Capital 2012/II) – with the possibility to exclude the subscription right of the shareholders – as well as corresponding amendment to the Articles of Association)

- Number of shares for which valid votes were cast:
2,422,598,781
- In % of the statutory share capital: 44.2570%
- Yes votes: 2,288,851,923 = 94.4792%
- No votes: 133,746,858 = 5.5208%

Item 8b on the agenda:

Special resolution of the holders of common shares with the securities code A1M MES concerning the resolution of the Annual General Shareholders Meeting under Agenda item 8 (Authorization for the Board of Managing Directors to increase the share capital in exchange for contributions pursuant to § 7b Financial Market Stabilization Acceleration Act (Authorized Capital 2012/II) – with the possibility to exclude the subscription right of the shareholders – as well as corresponding amendment to the Articles of Association)

- Number of shares for which valid votes were cast:
120,169,989
- In % of the statutory share capital: 100.0000%
- Yes votes: 120,169,989 = 100.0000%
- No votes: 0 = 0.0000%

Item 9 on the agenda:

Resolution authorizing the Board of Managing Directors to issue convertible bonds, bonds with warrants and/or profit sharing rights (the latter with or without conversion rights or warrants) with the possibility of excluding the subscription right of the shareholders (Authorization 2012) as well as creating Conditional Capital 2012/I and amending the Articles of Association

- Number of shares for which valid votes were cast:
2,568,016,010
- In % of the statutory share capital: 45.9057%
- Yes votes: 2,448,485,890 = 95.3454%
- No votes: 119,530,120 = 4.6546%

Item 9a on the agenda:

Special resolution of the holders of common shares with the securities identification code 803 200 concerning the resolution of the Annual General Shareholders Meeting under Agenda item 9 (Authorization for the Board of Managing Directors to issue convertible bonds, bonds with warrants and/or profit sharing right (the latter with or without conversion rights or options) with the possibility to exclude the subscription right of the shareholders (Authorization 2012) as well as about the creation of Conditional Capital 2012/I and an amendment to the Articles of Association)

- Number of shares for which valid votes were cast: 2,422,184,683
- In % of the statutory share capital: 44.2494%
- Yes votes: 2,299,069,867 = 94.9172%
- No votes: 123,114,816 = 5.0828%

Item 9b on the agenda:

Special resolution of the holders of common shares with the securities identification code A1M MES concerning the resolution of the Annual General Shareholders Meeting under Agenda item 9 (Authorization for the Board of Managing Directors to issue convertible bonds, bonds with warrants and/or profit sharing right (the latter with or without conversion rights or options) with the possibility to exclude the subscription right of the shareholders (Authorization 2012) as well as about the creation of Conditional Capital 2012/I and an amendment to the Articles of Association)

- Number of shares for which valid votes were cast: 120,169,989
- In % of the statutory share capital: 100.0000%
- Yes votes: 120,169,989 = 100.0000%
- No votes: 0 = 0.0000%

Item 10 on the agenda:

Resolution on the creation of Conditional Capital 2012/II pursuant to § 7a Financial Market Stabilization Acceleration Act and an amendment to the Articles of Association

- Number of shares for which valid votes were cast: 2,567,926,029
- In % of the statutory share capital: 45.9041%
- Yes votes: 2,442,812,004 = 95.1278%
- No votes: 125,114,025 = 4.8722%

Item 10a on the agenda:

Special resolution of the holders of common shares with securities identification code 803 200 concerning the resolution of the Annual General Shareholders Meeting under Agenda item 10 (Creation of Conditional Capital 2012/II pursuant to § 7a Financial Market Stabilization Acceleration Act and an amendment to the Articles of Association)

- Number of shares for which valid votes were cast: 2,422,030,014
- In % of the statutory share capital: 44.2466%
- Yes votes: 2,299,614,976 = 94.9458%
- No votes: 122,415,038 = 5.0542%

Item 10b on the agenda:

Special resolution of the holders of common shares with securities identification code A1M MES concerning the resolution of the Annual General Shareholders Meeting under Agenda item 10 (Creation of Conditional Capital 2012/II pursuant to § 7a Financial Market Stabilization Acceleration Act and an amendment to the Articles of Association)

- Number of shares for which valid votes were cast: 120,169,989
- In % of the statutory share capital: 100.0000%
- Yes votes: 120,169,989 = 100.0000%
- No votes: 0 = 0.0000%

Item 11 on the agenda:

Withdrawal of confidence from the Speaker of the Board of Managing Directors, Mr. Martin Blessing

- Number of shares for which valid votes were cast: 2,585,229,785
- In % of the statutory share capital: 46.2134%
- Yes votes: 88,716,216 = 3.4317%
- No votes: 2,496,513,569 = 96.5683%