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Commerzbank Annual General Meeting 2012: Overview of voting results

- Discharge granted to the Board of Managing Directors and the Supervisory Board
- Dr. Gertrude Tumpel-Gugerell elected as new member of the Supervisory Board
- Authorised capital and conditional capital approved
- Options for further improvement of capital structure approved
- Request for addition to the agenda by the shareholder Riebeck-Brauerei von 1862 AG refused

Today's Annual General Meeting of Commerzbank agreed to all the items on the agenda and refused the request for an addition to the agenda. The details of the voting by the shareholders on the major agenda items are as follows:

Discharge (items 2 and 3)

The members of the Board of Managing Directors and of the Supervisory Board were discharged (with a majority on average of 98.1 % and 98.1 %, respectively).

Election of new members of the Supervisory Board (item 6)

The Annual General Meeting has, as proposed by the Supervisory Board, elected Dr. Gertrude Tumpel-Gugerell as a member of the Supervisory Board of Commerzbank AG with 99.6 % of the votes until the end of the Annual General Shareholders' Meeting 2013.

Standard resolutions to adjust the authorised and conditional capital (items 7 and 9)

The regular adjustment of the authorised capital in relation to the current share capital (item 7) was approved with 97.0 % of the votes. In addition to the existing authorised capital 2011 (approximately EUR 1.6 billion), there is now a further authorised capital of as much as EUR 1.2 billion (Authorised Capital 2012/II).

In addition, the conditional capital was amended through the regular adjustment process to the current share capital (item 9). Subject to the approval of the Supervisory Board, the Board of Managing Directors was authorised with 95.3 % of the votes to issue, once or on multiple occasions, convertible bonds, bonds with warrants attached and/or profit sharing rights with a total nominal amount of up to EUR 8.4 billion. These securities may grant conversion rights or options entitling the holders to subscribe to up to 2.75 billion shares.

Options for further improvement of the capital structure (item 8)

The Annual General Meeting has with a majority of 94.7 % decided to allow for options for further improvement of the capital structure. The Board of Managing Directors thus has the possibility, with the approval of the Supervisory Board and in agreement with the silent partners, to redeem the existing silent participation of Allianz SE of EUR 0.75 billion and the silent participation of SoFFin amounting to approximately EUR 1.7 billion in the context of capital measures through the partial or full contribution of the silent participations. The Board of Managing Directors of Commerzbank was thus authorised in particular to increase Commerzbank's

share capital by up to around EUR 2.4 billion in exchange for the partial or full contribution of the silent participation of Allianz SE and/or of SoFFin.

With the new edition of the Financial Market Stabilisation Acceleration Act of February 24, 2012, the legislative body has provided the opportunity to further improve the capital structure. This legislation thus provides the opportunity to convert silent participations, which had been granted in the context of the financial crisis 2008 and 2009, into Core Tier 1 capital. As the silent participation of Allianz is not recognised as Core Tier 1 capital, the possibility of replacing it with share capital could therefore be an option for further optimising the capital structure. Pursuant to the equity capital requirements under Basel 3, the silent participation provided by the State in the context of the financial crisis 2008 will be recognised as Core Tier 1 capital only until the end of 2017.

Protection against dilution for the Financial Market Stabilisation Fund (SoFFin) (item 10)

SoFFin is also to receive new Commerzbank shares in exchange for the full or partial contribution of its silent participation, in order to maintain its stake in the company's share capital of 25 % plus one share in the event of further capital increases. This protection against dilution on the basis of the Financial Market Stabilisation Acceleration Act was adjusted with a majority of 95.1 % to the new authorisation for capital measures resolved at the Annual General Meeting. Thus the Conditional Capital 2011/III of approximately EUR 0.8 billion was increased by a further sum of approximately EUR 0.9 billion. A conditional capital increase of this kind is only carried out to the extent that SoFFin exercises its exchange right in order to maintain its stake in Commerzbank's share capital.

Other resolutions

The request for addition to the agenda to withdraw confidence from the Chairman of the Board of Managing Directors put forward by the shareholder Riebeck-Brauerei von 1862 AG was refused by the Assembly with a majority of 96.6 % (item 11).

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About Commerzbank

Commerzbank is a leading bank for private and corporate customers in Germany. With the segments Private Customers, Mittelstandsbank, Corporates & Markets, Central & Eastern Europe as well as Asset Based Finance, the Bank offers its customers an attractive product portfolio, and is a strong partner for the export-oriented SME sector in Germany and worldwide. With a future total of some 1,200 branches, Commerzbank has one of the densest networks of branches among German private banks. It has around 60 sites in 52 countries and serves almost 15 million private clients as well as 1 million business and corporate clients worldwide. In 2011, it posted gross revenues of almost EUR 10 billion with 58,160 employees.

Disclaimer

This release contains statements concerning the expected future business of Commerzbank, efficiency gains and expected synergies, expected growth prospects and other opportunities for an increase in value of the company as well as expected future net income per share, restructuring costs and other financial developments and information. These forward-looking statements are based on the management's current 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

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