7 September 2018

Commerzbank Aktiengesellschaft

Issue of up to GBP 5,000,000 Autocallable Notes due October 2024 linked to Series 133 Preference Share under the Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the "**Conditions**") set forth in the Base Prospectus dated 25 May 2018 which constitutes a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer and the offer of Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Notes (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) has been published on the Issuer's website (https://pb.commerzbank.com).

A summary of the individual issue is annexed to the Final Terms.

1.	Details of Series/Tranche:		
	(i)	Series Number:	UKN67
	(ii)	Tranche Number:	1
2.	Specified Currency or Currencies:		Pound Sterling ("**GBP**")
3.	Aggregate Nominal Amount / Number of Notes:		
	(i)	Series:	Up to GBP 5,000,000
	(ii)	Tranche:	Up to GBP 5,000,000
4.	Issue Price:		100.00 per cent. of par per Note
5.	(i)	Specified Denominations:	GBP 1,000 and integral multiples of GBP 1 in excess thereof up to and including GBP 1,999.
	(ii)	Calculation Amount:	GBP 1
6.	(i)	Issue Date:	1 November 2018
7.	Interest Basis:		Not Applicable
8.	Redemption Basis:		Preference Share Linked Redemption
9.	Change of Interest Basis or Redemption Basis:		Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

10.	Fixed Rate Notes:	Not Applicable
11.	Floating Rate Notes:	Not Applicable
12.	Zero Coupon Notes:	Not Applicable

PROVISIONS RELATING TO REDEMPTION OF NOTES

13.	Maturity Date:	23 October 2024 or, if later, three Business Days after

			the Final Valuation Date.
14.	Issuer Call:		Not Applicable
15.	Investor Put:		Not Applicable
16.	Final Redemption Amount of each Note:		Not Applicable
17.	Early Redemption Amount(s) of each Note payable on an event of default or on an illegality (or, where otherwise required for purposes of any other relevant redemption specified in the Conditions and/or the method of calculating the same (if required or if different from that set out in Condition 5(D)):		Preference Share Linked Note Conditions apply.

AUTO CALL PROVISIONS

18.	Automatic Early Redemption Event:		Applicable
	(a)	Automatic Early Redemption Date(s):	23 October 2019, 22 October 2020, 21 October 2021, 21 October 2022 and 23 October 2023 X: 3
	(b)	Automatic Early Redemption Valuation Date(s):	18 October 2019, 19 October 2020, 18 October 2021, 18 October 2022 and 18 October 2023

PROVISIONS RELATING TO REDEMPTION BASIS

19.	Preference Share Linked Notes:		Applicable The provisions of Annex 1 of the Terms and Conditions – *Additional Terms and Conditions for Preference Share Linked Notes* shall apply
	(a)	Preference Share:	Series 133 index linked redeemable preference share issued by Commerz Pearl Limited in October 2018
	(b)	Calculation Agent responsible for making calculations in respect of Notes:	Commerzbank Aktiengesellschaft
	(c)	Final Redemption Amount:	See Preference Share Linked Condition 2
	(d)	Final Valuation Date:	18 October 2024
	(e)	Valuation Time:	See Preference Share Linked Condition 2
	(f)	Additional Disruption Events:	The following Additional Disruption Events apply: Change in Law Insolvency Filing
20.	W&C Linked Notes:		Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21.	Form of Notes:		Bearer Notes Permanent Global Note exchangeable for definitive Notes only upon an Exchange Event GBP 1,000 and integral multiples of GBP 1 in excess thereof up to and including GBP 1,999.
22.	(i)	New Global Note:	No
	(ii)	Underlying Linked Note:	Yes

23.	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	London
24.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No

PURPOSE OF FINAL TERMS

For the purposes of the Notes the terms specified in these Final Terms are deemed to be incorporated into the Terms and Conditions of the Notes as amended and/or supplemented by the provisions of the Annex/Annexes of the Terms and Conditions specified in these Final Terms (the "**Conditions**") and shall thereby complete the Conditions for the purposes of the Notes and these Final Terms may be regarded as evidencing the complete Conditions.

THIRD PARTY INFORMATION

The information relating to the Preference Share Underlyings contained herein (Part B paragraph 5) has been accurately extracted from Bloomberg and/or Reuters, as applicable. The Issuer accepts responsibility for the accuracy of such extraction but accepts no further or other responsibility in respect of such information.

Signed on behalf of the Issuer:

By: ....

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and Admission to trading:	Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the London Stock Exchange.

2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

3. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Not Applicable

4. YIELD *(Fixed Rate Notes Only)*

Indication of yield:	Not Applicable

5. Floating Rate Notes only – Historic Interest Rates	Not Applicable

6. PERFORMANCE OF THE PREFERENCE SHARE LINKED NOTES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE PREFERENCE SHARES (*PREFERENCE SHARE LINKED NOTES ONLY*)

The Notes relate to Series 133 index linked redeemable preference share issued by Commerz Pearl Limited (the "**Preference Share Issuer**") in October 2018 (the "**Preference Share**").

The value of the Preference Share will be published on each Business Day on Reuters page CBKPREF133=CBKL.

The performance of the Preference Share depends on the performance of the relevant underlying indices to which the Preference Share is linked (the "**Preference Share Underlyings**"). Preference Share Underlyings are the following indices (each an "**Index**") as determined and published by the relevant index sponsor (each an "**Index Sponsor**"):

Index	Bloomberg ticker	Index Sponsor	Internet Page
FTSE 100 Index	UKX Index	FTSE International Limited	www.ftse.com
S&P 500 Index	SPX Index	S&P Dow Jones Indices LLC	www.us.spindices.com

Information on the relevant Index is published on the Bloomberg ticker stated with respect to the relevant Index and on the internet page stated with respect to the relevant Index Sponsor. Potential investors should review the terms of the Preference Share and consult with their own professional advisors if they consider it necessary. The terms of the Preference Share as well as information on the Preference Share Value will be available on https://pb.commerzbank.com.

7. PERFORMANCE OF THE W&C SECURITIES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE W&C SECURITIES (*W&C LINKED NOTES ONLY*)

Not Applicable

8. OPERATIONAL INFORMATION

(a)	ISIN:	XS1715810799
(b)	Common Code:	171581079

(c)	German Securities Number:	CV8F3M
(d)	CFI Code:	Not Applicable
(e)	Any clearing system(s) other than Euroclear, Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable.
(f)	Delivery:	Delivery against payment
(g)	Names and addresses of initial Paying Agents and Calculation Agent:	Not Applicable.
(h)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable.
(i)	Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met

9. DISTRIBUTION

(a)	Method of distribution:	Non-syndicated
(b)	Date of Subscription Agreement:	Not Applicable
(c)	If non-syndicated, name of relevant Dealer:	Commerzbank Aktiengesellschaft
(d)	Total commission and concession:	Not Applicable
(e)	Non-exempt Offer:	Applicable
	Non-exempt Offer Jurisdictions:	United Kingdom
	Offer Period:	From 7 September 2018 to 18 October 2018 (the "**Offer Period**")
	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	Reyker Securities plc 17 Moorgate London EC2R 6AR
	General Consent:	Applicable
	Other Authorised Offeror Terms:	An offer of the Notes may be made by Reyker Securities plc and any financial intermediary which is authorised to make such offers under applicable legislation implementing the Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 and publishes on its website the following statement (with the information in square brackets being duly completed with the relevant information) (each a "**Financial Intermediary**"): "*We, [insert legal name of financial intermediary], refer to the [insert title of relevant Notes] (the*

*"**Notes**") described in the Final Terms dated [insert date] (the "**Final Terms**") published by Commerzbank Aktiengesellschaft (the "**Issuer**"). In consideration of the Issuer offering to grant its consent to our use of the Base Prospectus (as defined in the Final Terms) in connection with the offer of the Notes in the United Kingdom during the Offer Period and subject to the other conditions to such consent, each as specified in the Base Prospectus, we hereby accept the offer by the Issuer in accordance with the Authorised Offeror Terms (as specified in the Base Prospectus) and confirm that we are using the Base Prospectus accordingly.* "

other than pursuant to Article 3(2) of the Prospectus Directive in the United Kingdom during the Offer Period. See further Paragraph 10 below.

(f)	U.S. Selling Restrictions:	TEFRA C
(g)	Prohibition of Sales to EEA Retail Investors:	Not Applicable

10. TERMS AND CONDITIONS OF THE OFFER (*PUBLIC OFFER ONLY*)

Offer Price:	Issue Price A Financial Intermediary may be obliged to fully disclose to its clients the existence, nature and amount of commissions or fees (including, if applicable, by way of discount) in accordance with laws and regulations applicable to the Financial Intermediary, including any legislation, regulation and/or rule implementing the Markets in Financial Instruments Directive (2004/39/EC). Prospective investors in the Notes intending to purchase Notes through the Financial Intermediary should request details of any commission or fee payment before making any purchase.
Conditions to which the offer is subject:	The Issuer reserves the right to withdraw the offer for Notes at any time on or prior to the end of the Offer Period. Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Notes and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Financial Intermediary in accordance with the Financial Intermediary's usual procedures.
Description of the application process:	A prospective investor in the Notes should contact the Financial Intermediary for details of the application process in order to purchase Notes during the Offer Period. A prospective investor in the Notes will invest in accordance with the arrangement existing between the Financial Intermediary and its customers relating to the subscription of securities generally. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer related to the subscription for the Notes. If an investor in any jurisdiction other than the Public Offer Jurisdictions wishes to purchase the Notes, such investor

	should (a) be aware that sales in the relevant jurisdiction may not be permitted; and (b) contact its financial advisor, bank or financial intermediary for more information. These Final Terms may only be used in connection with and within the terms of this offer. It does not authorise, and may not be used by the Financial Intermediary or any other party in connection with, the subsequent offer or sale of the Notes outside the terms of the offer or the Offer Period. With the exception of the Public Offer Jurisdictions, no action has been or will be taken in any jurisdiction, by the Issuer that would permit a public offering of the Notes, or possession or distribution of any offering material in connection with the issue of the Notes, in any country or jurisdiction where action for that purpose is required. The Financial Intermediary must comply with all applicable laws and regulations of the Public Offer Jurisdictions in connection with the offer and sale of the Notes at its own expense.
Details of the minimum and/or maximum amount of application:	The minimum and maximum amount of application from the Financial Intermediary will be notified to investors by the Financial Intermediary.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	A prospective investor in the Notes should contact the Financial Intermediary for details regarding the possibility to reduce their subscriptions during the Offer Period and the manner for refunding any excess amount paid.
Details of the method and time limits for paying up and delivering the Notes:	A prospective investor in the Notes should contact the Financial Intermediary for details of the method and time limits for paying up and delivering the Notes.
Manner and date in which results of the offer are to be made public:	The total number of Notes to be issued will be made available at the address of the Financial Intermediary and on the web site https://pb.commerzbank.com/ on or prior to the Issue Date.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and indication whether dealing may begin before notification is made:	Investors will be notified by the Financial Intermediary in accordance with the arrangement in place between the Financial Intermediary and its customers. For the avoidance of doubt, no dealing activities in the Notes may take place prior to the Issue Date.
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Expenses may be charged by an Authorised Offeror in the range between 1.00 per cent. and 3.00 per cent. of the nominal amount of the Notes to be purchased by the relevant investor.
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	The Authorised Offerors identified in paragraph 9 above and identifiable from the Base Prospectus.

11. EU BENCHMARK REGULATION

EU Benchmark Regulation: Article 29(2) statement on benchmarks:	Not applicable

ANNEX

SUMMARY OF THE NOTES

Summaries are made up of disclosure requirements known as "**Elements**". These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for the Notes and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

SECTION A – INTRODUCTION AND WARNINGS

Element	Description of Element	Disclosure Requirement
A.1	Warnings	**This summary should be read as an introduction to the Base Prospectus and the applicable Final Terms.** **Any decision to invest in any Notes should be based on a consideration of this Base Prospectus as a whole by the Investor, including any documents incorporated by reference and the applicable Final Terms.** **Where a claim relating to information contained in the Base Prospectus and the applicable Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the applicable Final Terms before the legal proceedings are initiated.** **Civil liability attaches to the Issuer solely on the basis of this summary, including any translation of it, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Base Prospectus and the applicable Final Terms or, following the implementation of the relevant provisions of Directive 2010/73/EU in the relevant Member State, it does not provide, when read together with the other parts of this Base Prospectus and the applicable Final Terms, key information in order to aid investors when considering whether to invest in the Notes.**
A.2	Consent to the use of the Prospectus	Certain Tranches of Notes with a denomination of less than €100,000 (or its equivalent in any other currency) may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus. Any such offer is referred to as a "**Non-exempt Offer**". Subject to the conditions set out below, the Issuer consents to the use of this Base Prospectus in connection with a Non-exempt Offer of Notes by Reyker Securities plc and any financial intermediary which is authorised to make such offers under the Financial Services and Markets Act 2000, as amended, or other applicable legislation implementing the Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 and publishes on its website the following statement (with the information in square brackets being duly completed with the relevant information) (each a "**Financial Intermediary**"): "*We, [insert legal name of financial intermediary], refer to the [insert title of relevant Notes] (the "**Notes**") described in the Final Terms dated [insert date] (the "**Final Terms**") published by Commerzbank Aktiengesellschaft (the "**Issuer**"). In consideration of the Issuer offering to grant its consent to our use of the Base Prospectus (as defined in*

the Final Terms) in connection with the offer of the Notes in the United Kingdom during the Offer Period and subject to the other conditions to such consent, each as specified in the Base Prospectus, we hereby accept the offer by the Issuer in accordance with the Authorised Offeror Terms (as specified in the Base Prospectus) and confirm that we are using the Base Prospectus accordingly."

Offer Period: The Issuer's consent referred to above is given for Non-exempt Offers of Notes during 7 September 2018 to 18 October 2018 (the "**Offer Period**").

Conditions to consent: The conditions to the Issuer's consent (in addition to the conditions referred to above) are that such consent (a) is only valid during the Offer Period; and (b) only extends to the use of this Base Prospectus to make Non-exempt Offers of the relevant Tranche of Notes in the United Kingdom.

AN INVESTOR INTENDING TO PURCHASE OR PURCHASING ANY NOTES IN A NON-EXEMPT OFFER FROM AN AUTHORISED OFFEROR WILL DO SO, AND OFFERS AND SALES OF SUCH NOTES TO AN INVESTOR BY SUCH AUTHORISED OFFEROR WILL BE MADE, IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE OFFER IN PLACE BETWEEN SUCH AUTHORISED OFFEROR AND SUCH INVESTOR INCLUDING ARRANGEMENTS IN RELATION TO PRICE, ALLOCATIONS, EXPENSES AND SETTLEMENT. THE RELEVANT INFORMATION WILL BE PROVIDED BY THE AUTHORISED OFFEROR AT THE TIME OF SUCH OFFER.

SECTION B – ISSUER

Element	Description of Element	Disclosure requirement
B.1	Legal and Commercial Name of the Issuer	The legal name of the Issuer is Commerzbank Aktiengesellschaft (the "**Issuer**", the "**Bank**" or "**COMMERZBANK**", together with its consolidated subsidiaries "**COMMERZBANK Group**" or the "**Group**"), the commercial name is COMMERZBANK.
B.2	Domicile / Legal Form / Legislation / Country of Incorporation	The Issuer's domicile is Frankfurt am Main, Federal Republic of Germany. COMMERZBANK is a stock corporation established and operating under German law and incorporated in the Federal Republic of Germany.
B.4b	Known trends affecting the Issuer and the industries in which it operates	The global financial crisis and sovereign debt crisis in the Eurozone in particular have put a very significant strain on the net assets, financial position and results of the operations of the Group in the past, and it can be assumed that further materially adverse effects for the Group can also occur in the future, in particular in the event of a renewed escalation of the crisis.
B.5	Organisational Structure	COMMERZBANK is the parent company of the COMMERZBANK Group. The COMMERZBANK Group holds directly and indirectly equity participations in various companies.
B.9	Profit forecasts or estimates	Not applicable. The Issuer currently does not make profit forecasts or estimates.
B.10	Qualifications	Not Applicable.

	in the auditors' report on the historical financial information	Unqualified auditors' reports have been issued on the annual financial statements and management report for the 2017 financial year as well as on the consolidated financial statements and management reports for the 2016 and 2017 financial years.
B.12	Selected key financial information	The following table sets forth selected key financial information of COMMERZBANK Group which has been derived from the respective audited consolidated financial statements prepared in accordance with IFRS as of 31 December 2016 and 2017 as well as from the condensed interim financial statements as of 31 March 2018 (reviewed):

Balance Sheet (€m)	**31 December 2016*)**	**31 December 2017**)**	**31 March 2018**
Total assets.............................	480,436	452,493	470,032
Equity......................................	29,573	30,041	29,047

Income Statement (€m)	**January – December**		**January – March**	
	2016	**2017**	**2017***)**	**2018**
Pre-tax profit or loss	643	495	330	289
Consolidated profit or loss****)	279	156	229	250

*) Figures in 2016 restated due to a change in reporting plus other restatements.

**) Total assets and Equity as of 31 December 2017 were retrospectively adjusted due to restatements and are reported at EUR 452,513 million (Total assets) and EUR 30,046 million (Equity) in the unaudited consolidated interim financial statements as of 31 March 2018.

***) Figures in 2017 adjusted due to restatements.

****) Insofar as attributable to Commerzbank shareholders.

	No material adverse change in the prospects of the Issuer:	There has been no material adverse change in the prospects of the Commerzbank Group since 31 December 2017.
	Significant changes in the financial position:	Not applicable - There has been no significant change in the financial position of COMMERZBANK Group since 31 March 2018.
B.13	Recent events which are to a material extent relevant to the Issuer's solvency	Not Applicable. There are no recent events particular to the Issuer which is to a material extent relevant to the evaluation of the Issuer's solvency.
B.14	Dependence of the Issuer upon other entities within the group	Not Applicable. As stated under element B.5, Commerzbank is the parent company of COMMERZBANK Group and is not dependent upon other entities within COMMERZBANK Group.
B.15	Issuer’s principal activities, principal markets	COMMERZBANK offers a comprehensive portfolio of banking and capital markets services. Alongside its business in Germany, the Bank is also active internationally through its subsidiaries, branches and investments. The focus of its international activities lies in Poland and on the goal of providing comprehensive services to German companies in Western Europe, Central and Eastern Europe and Asia.

		The COMMERZBANK Group is divided into the three operating segments Private and Small-Business Customers, Corporate Clients and Asset & Capital Recovery (ACR) as well as in the Others and Consolidation division. Its business is focussed on two customer segments, Private and Small-Business Customers and Corporate Clients.
B.16	Controlling parties	Not Applicable. COMMERZBANK has not submitted its management to any other company or person, for example on the basis of a domination agreement, nor is it controlled by any other company or any other person within the meaning of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*).
B.17	Credit ratings:	COMMERZBANK is rated by Moody's Investors Service, Inc. ("**Moody's**"), Standard & Poor's Financial Services LLC ("**Standard & Poor's**"), Fitch Ratings, Inc. ("**Fitch**") and Scope Ratings AG ("**Scope**"). As of the date of the latest supplement to the Base Prospectus the long-term and short-term debt ratings were as follows:

Rating agency	**Long-term rating**			**Short-term rating**
	"Preferred" senior unsecured debt	**"Non-preferred" senior unsecured debt**	**Subordinated debt (Tier 2)**	
Moody's	A2	Baa1	Ba1	P-1
Standard & Poor's	A-	BBB	BBB-	A-2
Fitch	A-	BBB+	BBB	F2
Scope	A	A-	BBB	S-1

Each agency rating reflects the opinion of the particular rating agency at the given reported point in time. Investors should consider each rating individually and obtain additional information and a more detailed understanding of the significance of the respective credit rating information provided by the respective rating agency. Rating agencies may change their ratings at any time if specific circumstances require such a change in their opinion. Investors should not buy, hold or sell securities based on the long-term rating recommendation.

Notes issued under the Programme will be unrated. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

SECTION C – SECURITIES

Element	Description of Element	Disclosure requirement
C.1	Type and class of Notes being offered/ Security identification number	The Notes are up to GBP 5,000,000 Autocallable Notes due October 2024 linked to Series 133 Preference Share ("**Preference Share Linked Notes**"). International Securities Identification Number (ISIN): XS1715810799.

C.2	Currency	The currency in this Series of Notes is Pound Sterling ("**GBP**").
C.5	Restrictions on free transferability	The Notes will be freely transferable, subject to the offering and selling restrictions in the United Kingdom, the United States of America, Ireland and under the Prospectus Directive and the laws of any other jurisdiction in which the relevant Notes are offered or sold.
C.8	Rights attached to the Notes, ranking, limitations of these rights	**Taxation** All present and future taxes, fees or duties payable in connection with the Notes shall be borne and paid by the Holders. The Issuer is entitled to withhold or deduct from payments to be made or assets to be delivered under the Notes for or on account of any taxes, fees and/or duties required by law or otherwise payable by the Holder in accordance with the previous sentence. Neither the Issuer nor any other person shall be required to pay additional amounts in respect of any such withholding or deduction. **Events of default** Terms of the Notes contain, amongst others, events of default covering non-payment and relating to the insolvency of the Issuer. The terms of the Notes will contain, amongst others, the following events of default: (a) the Issuer is in default for more than 30 days in the payment of any amount due under the Conditions; or (b) the Issuer violates any other obligation under the Conditions, and such violation continues for 60 days after receipt of written notice thereof from such Holder; or (c) the Issuer is wound up or dissolved whether by a resolution of the shareholders or otherwise (except in connection with a merger or reorganisation in such a way that all of the assets and liabilities of the Issuer pass to another legal person in universal succession by operation of law); or (d) the Issuer ceases its payments and this continues for 60 days, or admits to be unable to pay its debts; or (e) any insolvency proceedings are instituted against the Issuer which shall not have been dismissed or stayed within 60 days after their institution or the Issuer applies for the institution of such proceedings, or offers or makes an arrangement for the benefit of its creditors; or (f) in the case of a substitution of the Issuer any of the events set forth in sub-paragraphs (c) to (e) above occurs in respect of such original Issuer in its capacity of guaranteeing compliance by the new Issuer of its obligations under the Notes. **Meetings** The terms of the Notes will contain provisions for calling meetings of holders of such Notes to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. **Governing law**

		The Notes and any non-contractual obligations arising out of or in connection with them will be governed by, and construed in accordance with, English law. **Status (Ranking)** Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank at least *pari passu* with all other unsecured and unsubordinated obligations of the Issuer (save for such exceptions as may exist from time to time) under applicable law.
C.11	Listing - Admission to Trading	Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the London Stock Exchange.
C.15	Any underlying which may affect the value of the Notes	These Notes are Preference Share Linked Notes. The redemption amount payable in respect of Preference Share Linked Notes will be calculated by reference to the performance of Series 133 index linked redeemable preference share issued by the Preference Share Issuer in October 2018.
C.16	Exercise date/final reference date	The maturity date of the Notes will be 23 October 2024 (the "**Maturity Date**").
C.17	Settlement procedure of derivative securities	The Notes are cash settled.
C.18	Return on derivative securities	***Interest*** Not applicable - The Notes do not bear any interest. ***Redemption*** The redemption amount payable in respect of Preference Share Linked Notes will be calculated by reference to the performance of a single specified preference share of Commerz Pearl Limited (the "**Preference Share Issuer**"). ***Early Redemption*** Preference Share Linked Notes will be subject to early redemption (a) if certain corporate events (such as insolvency, merger or nationalisation of the Preference Share Issuer or a tender offer) occur, or if certain events (such as illegality, disruptions or cost increases) occur with respect to the Issuer's or any affiliate's hedging arrangements, or if insolvency filings are made with respect to the Preference Share Issuer or (b) if the Issuer, or any of its affiliates receives notice from the Preference Share Issuer that the relevant preference share are to be redeemed prior to the Maturity Date. The amount payable on early redemption as provided in (a) will be the Early Redemption Amount and the amount payable on early redemption as provided in (b) will be the Early Preference Share Redemption Note Amount. "**Early Preference Share Redemption Note Amount**" means an amount calculated by the Calculation Agent equal to:

$$CA \times \frac{\text{PreferenceShareValue}_{\text{early}}}{\text{PreferenceShareValue}_{\text{initial}}}$$

"**Early Redemption Amount**" means an amount calculated by the Calculation Agent on the same basis as the Final Redemption Amount except that the definition of Preference Share Value$_{final}$ shall be the Preference Share Value on the Early Redemption Valuation Date.

"**Early Redemption Valuation Date**" means the second business day immediately preceding the date for early redemption of the Notes.

Final Redemption

The Final Redemption Amount applicable to the Notes is an amount per Note equal to:

$$CA \times \frac{\text{PreferenceShareValue}_{\text{final}}}{\text{PreferenceShareValue}_{\text{initial}}}$$

"**Calculation Amount**" or "**CA**" means GBP 1.

"**Final Valuation Date**" means 18 October 2024 or, if any date(s) for valuation of or any determination of the underlying asset or reference basis (or any part thereof) for the Preference Share falling on or about such day is to be delayed in accordance with the terms and conditions of the Preference Share by reason of a disruption or adjustment event, the Final Valuation Date shall be such delayed valuation or determination date(s), all as determined by the Calculation Agent.

"**Initial Valuation Date**" means 1 November 2018 or, if the date for valuation of or any determination of the underlying asset or reference basis (or any part thereof) for the Preference Share falling on or about such day is to be delayed in accordance with the terms and conditions of the Preference Share by reason of a disruption or adjustment event, the Initial Valuation Date shall be such delayed valuation or determination date(s), all as determined by the Calculation Agent.

"**Preference Share Value$_{early}$**" means the Preference Share Value on the Early Redemption Valuation Date.

"**Preference Share Value$_{final}$**" means the Preference Share Value on the Final Valuation Date.

"**Preference Share Value$_{initial}$**" means the Preference Share Value on the Initial Valuation Date.

"**Preference Share Value**" means, in respect of any day, the market value of a Preference Share at the Valuation Time on such day as determined by the Calculation Agent.

"**Valuation Time**" means the time as set out in Preference Share Linked Condition 2 of the Base Prospectus.

Automatic Early Redemption

Automatic Early Redemption Valuation
If on any Automatic Early Redemption Valuation Date an Automatic Early Redemption Event occurs, then the Notes will be automatically redeemed in whole, but not in part, each Note being redeemed on the Automatic

		Early Redemption Date immediately following such Automatic Early Redemption Valuation Date at the Automatic Early Redemption Amount. The Automatic Early Redemption Amount will be an amount calculated by the Calculation Agent equal to: $CA \times \frac{UnderlyingValue_{AutoEarly}}{UnderlyingValue_{initial}}$ "**Automatic Early Redemption Event**" means that the Underlying becomes redeemable prior to its original designated final redemption date. "**Automatic Early Redemption Date**" means 23 October 2019, 22 October 2020, 21 October 2021, 21 October 2022 and 23 October 2023, or if later, the third Business Day following the relevant Automatic Early Redemption Valuation Date. "**Automatic Early Redemption Valuation Date**" means 18 October 2019, 19 October 2020, 18 October 2021, 18 October 2022 and 18 October 2023, or, if the date for valuation of or any determination of any underlying asset or basis of reference for the Preference Share falling on or about such day is to be delayed in accordance with the terms and conditions of the Preference Share, such Automatic Early Redemption Valuation Date shall be such delayed valuation date(s), as determined by the Calculation Agent. "**Underlying Level**" means the Preference Share Value. "**Underlying Value$_{\textbf{Auto Early}}$**" means the Underlying Level on the relevant Automatic Early Redemption Valuation Date. "**Underlying Value$_{\textbf{initial}}$**" means the Underlying Level on the Initial Valuation Date.
C.19	Exercise price/final reference price of the underlying	The final reference price of the Underlying is the market value of the Underlying at the Valuation Time on the Final Valuation Date as determined by Commerzbank AG (the "**Calculation Agent**").
C.20	Type of underlying	The underlying (the "**Underlying**") for the Notes is the Series 133 index linked redeemable preference share issued by the Preference Share Issuer in October 2018 (the "**Preference Shares**"). Information on the Underlying is available on the website https://pb.commerzbank.com and on Reuters page CBKPREF133=CBKL.
C.21	Indication of the markets where the securities will be traded and for which prospectus has been published	Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the London Stock Exchange.

SECTION D – RISKS

Element	Description of Element	Disclosure requirement
D.2	Key risks specific to the Issuer	The Notes entail an issuer risk, also referred to as debtor risk or credit risk for prospective investors. An issuer risk is the risk that COMMERZBANK becomes temporarily or permanently unable to meet its obligations to pay interest and/or the redemption amount or any other amount payable under the Notes. Furthermore, Commerzbank is subject to various risks within its business activities. Such risks comprise in particular the following types of risks: ***1. Global financial crisis and sovereign debt crisis*** The global financial crisis and sovereign debt crisis, particularly in the Eurozone, have had a significant material adverse effect on the Group's net assets, financial position and results of operations. There can be no assurance that the Group will not suffer further material adverse effects in the future as well, particularly in the event of a renewed escalation of the crisis. Any further escalation of the crisis within the European Monetary Union may have material adverse effects on the Group, which, under certain circumstances, may even threaten the Group's existence. The Group holds sovereign debt. Impairments and revaluations of such sovereign debt to lower fair values have had material adverse effects on the Group's net assets, financial position and results of operations in the past, and may have further adverse effects in the future. ***2. Macroeconomic environment*** The Group's results, and the Group's heavy dependence on the economic environment, particularly in Germany, may result in further substantial negative effects in the event of any renewed economic downturn. ***3. Counterparty default risk*** The Group is exposed to default risk (credit risk), including in respect of large individual commitments, large loans and commitments, concentrated in individual sectors, referred to as "bulk" risk, as well as loans to debtors that may be particularly affected by the sovereign debt crisis. The run-down of the ship finance portfolio and the Commercial Real Estate finance portfolio is exposed to considerable risks in view of the current difficult market environment and the volatility of ship prices and real estate prices and the default risk (credit risk) affected thereby, as well as the risk of substantial changes in the value of ships held as collateral, ships directly owned, directly-owned real estate and real estate held as collateral. The Group has a substantial number of non-performing loans in its portfolio and defaults may not be sufficiently covered by collateral or by write-downs and provisions previously taken. ***4. Market risks*** The Group is exposed to a large number of different market risks such as market price risks in relation to the valuation of equities and fund units as well as in the form of interest rate risks, credit spread risks, currency risks, volatility and correlation risks, commodity price risks. ***5. Strategic risks***

There is a risk that the Group may not benefit from its strategy, or may be able to do so only in part or at higher costs than planned, and that the implementation of planned measures may not lead to the achievement of the desired strategic objectives.

6. Risks from the competitive environment

The markets in which the Group is active, particularly the German market (and, in particular, the private and corporate customer business and investment banking activities) and the Polish market, are characterised by intense competition on price and on transaction terms, which results in considerable pressure on margins.

7. Liquidity risks

The Group is dependent on the regular supply of liquidity and a market-wide or company-specific liquidity shortage can have material adverse effects on the Group's net assets, financial position and results of operations.

8. Operational risks

The Group is exposed to a large number of operational risks including the risk that employees will enter into excessive risks on behalf of the Group or will violate applicable rules, laws or regulations while conducting business activities and thereby cause considerable losses to appear suddenly, which may also lead indirectly to an increase in regulatory capital requirements. The Bank's operational systems are subject to an increasing risk of cyber attacks and other internet crime, which could result in losses of customer information, damage the Bank's reputation and lead to regulatory proceedings and financial losses.

9. Risks from bank-specific regulation

Ever stricter regulatory capital and liquidity standards and procedural and reporting requirements may call into question the business model of a number of the Group's activities, adversely affect the Group's competitive position, reduce the Group’s profitability, or make the raising of additional equity capital necessary. Other regulatory reforms proposed in the wake of the financial crisis, for example, charges such as the bank levy, a possible financial transaction tax, the separation of proprietary trading from deposit-taking business, or stricter disclosure and organizational obligations, may materially influence the Group's business model and competitive environment.

10. Legal risks

Legal disputes may arise in connection with COMMERZBANK's business activities, the outcomes of which are uncertain and which entail risks for the Group. The outcome of such proceedings as well as regulatory, supervisory and judicial proceedings may have material adverse effects on the Group that go beyond the claims asserted in each case.

D.3	Key risks specific to the Notes	There are also risks associated with the Notes, including a range of market risks, as follows: 1. the Notes may not be a suitable investment for all investors – each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances;

2. the holder may not receive payment of the full amounts due in respect of the Notes as a result of amounts being withheld by the Issuer in order to comply with applicable law;

3. investors are exposed to the risk of changes in law or regulation affecting the value of Notes held by them;

4. investors who purchase Notes in denominations that are not an integral multiple of the specified denomination may be adversely affected if definitive Notes are subsequently required to be issued;

5. there may be no or only a limited secondary market in the Notes and this would adversely affect the value at which an investor could sell his Notes;

6. in determination of the price of Notes in the secondary market, the prices provided by the market maker may deviate from an actuarial value of the Notes and/or the price to be expected from a commercial perspective, which would have formed in a liquid market at the relevant time in which several market makers acting independently of each other provide prices;

7. the value of an investor's investment may be adversely affected by exchange rate movements where the Notes are not denominated in the investor's own currency;

8. credit ratings assigned to the Issuer may not reflect all the risks associated with an investment in the Notes;

9. if an investor holds Notes which are not denominated in the investor's home currency, he will be exposed to movements in exchange rates adversely affecting the value of his holding. In addition, the imposition of exchange controls in relation to any Notes could result in an investor not receiving payments on those Notes;

10. the investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities which may restrict certain investments;

11. there may be restricted secondary trading because of non-availability of electronic trading systems;

12. if there is no secondary market immediately before final maturity the redemption amount may change between the last trading day and the scheduled maturity date which may be to the investor's disadvantage;

13. the obligations under the Notes constitute direct, unconditional, unsecured obligations of the Issuer and, unless otherwise provided by applicable law, rank at least *pari passu* with all other unsubordinated obligations of the Issuer;

14. the value of the Notes could be adversely affected by a change in English law or administrative practice;

15. if the Issuer determines that the performance of its obligations under the Notes or that any arrangement to hedge its obligations under the Notes has or will become unlawful, illegal or otherwise prohibited in whole or in part as a result of compliance with any applicable present or future law, rule, regulation, judgment, order or directive of any governmental,

administrative, legislative or judicial authority or power, or in the interpretation thereof, in whole or in part for any reason, the Issuer may redeem the Notes;

16. if an issue of Notes includes provisions dealing with the occurrence of an event that leads to postponement of valuation and/or calculation on a different basis, any such postponement and/or calculation on a different basis may have an adverse effect on the value of such Notes;

17. Notes may be subject to automatic early redemption on the occurrence of an Automatic Early Redemption Event.

D.6	Risk warning	In the event of the insolvency of the Issuer or if it is otherwise unable or unwilling to repay the Notes when repayment falls due, an investor may lose all or part of his investment in the Notes. There are also risks associated with the Notes, including a range of market risks, as follows: 1. Leveraged exposure will magnify losses when the Underlying moves against expectations; 2. The Notes will represent an investment linked to the economic performance of the relevant Underlying(s) and prospective investors should note that the return (if any) on their investment in such Notes will depend upon the performance of such Underlying(s); 3. A Note will not represent a claim against any Underlying and, in the event of any loss, a Holder will not have recourse under a Note to any Underlying; 4. The Issuer and its Affiliates may hedge themselves against the financial risks associated with the issue of the Notes by performing hedging activities in relation to the relevant Underlying. Such activities in relation to the Notes may influence the market price of the Underlying; 5. There may be potential conflicts of interest within the COMMERZBANK Group, which may also engage in trading activities (including hedging activities) relating to the Underlying and other instruments or derivative products based on or relating to the Underlying of any Notes; 6. The Issuer may issue Preference Share Linked Notes where the Final Redemption Amount is determined by reference to the changes in the value of the Preference Share issued by the Preference Share Issuer, and an investment in Preference Share Linked Notes will entail significant risks not associated with a conventional debt or equity security. If, as a result of the performance of the asset or basis of reference underlying the Preference Share ("**Preference Share Underlying**"), the performance of the Preference Share is negative, the value of the Preference Share Linked Notes will be adversely affected. An investment in Preference Share Linked Notes is not the same as an investment in the Preference Share and does not confer any legal or beneficial interest in the Preference Share or any Preference Share Underlying or any voting rights, right to receive dividends or other rights that a holder of the Preference Share or any Preference Share Underlying may have.

SECTION E – OFFER

Element	Description of Element	Disclosure requirement	
E.2b	Reasons for the offer and use of proceeds	The net proceeds from the issue of Notes will be applied by the Issuer for its general corporate purposes, which include making a profit.	
E.3	Terms and conditions of the offer	This issue of Notes is being offered in a Non-Exempt Offer in the United Kingdom. The issue price of the Notes is 100.00 per cent. of their nominal amount.	
		Offer Price:	Issue Price
		Conditions to which the offer is subject:	The Issuer reserves the right to withdraw the offer for Notes at any time on or prior to the end of the Offer Period. Following withdrawal of the offer, if any application has been made by any potential investor, each such potential investor shall not be entitled to subscribe or otherwise acquire the Notes and any applications will be automatically cancelled and any purchase money will be refunded to the applicant by the Financial Intermediary in accordance with the Financial Intermediary's usual procedures.
		Description of the application process:	A prospective investor in the Notes should contact the Financial Intermediary for details of the application process in order to purchase Notes during the Offer Period. A prospective investor in the Notes will invest in accordance with the arrangement existing between the Financial Intermediary and its customers relating to the subscription of securities generally. Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer related to the subscription for the Notes. If an investor in any jurisdiction other than the Public Offer Jurisdictions wishes to purchase the Notes, such investor should (a) be aware that sales in the relevant jurisdiction may not be permitted; and (b) contact its financial advisor, bank or financial intermediary for more information. These Final Terms may only be used in connection with and within the terms of this offer. It does not authorise, and may not be used by the Financial Intermediary or any other party in connection with, the subsequent offer or sale of the Notes outside the terms of the offer or the Offer Period. With the exception of the Public Offer Jurisdictions, no action has been or will be taken in any jurisdiction, by the Issuer that would permit a public offering of the Notes, or possession or distribution of any offering material in connection with the issue of the Notes, in any country or jurisdiction where action for that purpose is required. The Financial Intermediary must comply with all applicable laws and regulations of the Public Offer Jurisdictions in connection with the offer and sale of the Notes at its own expense.

		Details of the minimum and/ or maximum amount of applications:	The minimum and maximum amount of application from the Financial Intermediary will be notified to investors by the Financial Intermediary.
		Manner and date in which results of the offer are to be made public:	The actual number of Notes to be issued will be made available at the address of the Financial Intermediary and on the web site https://pb.commerzbank.com on or prior to 1 November 2018.
		Others Terms and Conditions of the Offer:	Expenses may be charged by an Authorised Offeror in the range between 1.00 per cent. and 3.00 per cent. of the nominal amount of the Notes to be purchased by the relevant investor. No dealing activities in the Notes may take place prior to 1 November 2018.
E.4	Any interest material to the issue/offer including conflicts of interests	The following conflicts of interest can arise in connection with the exercise of rights and/or obligations of the Issuer in accordance with the Terms and Conditions of the Notes (e.g. in connection with the determination or adaptation of parameters of the terms and conditions), which affect the amounts payable: – execution of transactions in the Underlying – issuance of additional derivative instruments with regard to the Underlying – business relationship with the issuer of the Underlying – possession of material (including non-public) information about the Underlying – acting as Market Maker Other than as mentioned above, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer, including conflicting interests.	
E.7	Estimated expenses charged to the investor by the Issuer	Not Applicable - No expenses will be charged to investors by the Issuer. For this specific issue, however, expenses may be charged by an Authorised Offeror (as defined above) in the range between 1.00 per cent. and 3.00 per cent. of the nominal amount of the Notes to be purchased by the relevant investor.	