



**Certificate of Approval of a Base Prospectus
pursuant to Sections 17 and 18 German Securities Prospectus Act
transposing Articles 17 and 18 of Directive 2003/71/EC**

To:

Autoriteit Financiële Markten, The Netherlands
Autorité des marchés financiers (AMF), France
Comisión Nacional del Mercado de Valores, Spain
Financial Services and Markets Authority, Belgium
Finansinspektionen (FI), Sweden
Finanssivalvonta (Fiva), Finland
Finanstilsynet, Norway
Finanstilsynet (Danish FSA), Denmark

From:

Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin)
Federal Financial Supervisory Authority, Germany

We hereby certify that the Base Prospectus detailed below has been drawn up in accordance with the German Securities Prospectus Act transposing Directive 2003/71/EC and was approved by us on 25.05.2016.

Name of Issuer:

COMMERZBANK Aktiengesellschaft

Registered Office/Seat:

Germany, Frankfurt am Main, Kaiserstraße 16 (Kaiserplatz)

Type of Security :

Warrants (relating to BE, DK, ES, FI, FR, NL, NO, SE) [Prospectus Identifier: 15989935]



References to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up: Annex XI, Annex XII, Annex XXII (XI), Annex XXII (XII), Annex XXX

Guarantor (if any): n.a.

Yours faithfully,

(Kotowski)

This CoA is valid without signature

Prospectus Group, Section WA 52
Federal Financial Supervisory Authority
Securities Supervision / Asset Management
Date: 25.05.2016
Reference: WA 52-Wp 7107-10100005-2016/0037

Attachments:

(1) Base Prospectus dated 24.05.2016

(2) Summary (FR, NL, ES, SE, FI, DK)