

**Certificate of Approval of a Prospectus Supplement
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
CONSOB -Commissione Nazionale per le Società e la Borsa-, Italy
Česká národní banka, a.s., Czech Republic
Comisión Nacional del Mercado de Valores, Spain
Commission de Surveillance du Secteur Financier, Luxembourg
Financial Services and Markets Authority, Belgium
Finansinspektionen (FI), Sweden
Finanssivalvonta (Fiva), Finland
Finanstilsynet, Norway
Finanstilsynet (Danish FSA), Denmark
Komisja Nadzoru Finansowego, Poland
Magyar Nemzeti Bank, Hungary

From:

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

We hereby certify that the Prospectus Supplement 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 05.06.2019. The approval was granted on the basis of an English scrutiny version of the Prospectus Supplement according to section 19 para. 2 German Securities Prospectus Act.

Name of Issuer:

COMMERZBANK Aktiengesellschaft

Registered Office/Seat:

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Website: www.bafin.de

Germany, Frankfurt am Main, Kaiserstraße 16 (Kaiserplatz)

Type of Securities :

1. 6. Supplement z. BP v. 14.06.2018 - Structured Securities (relating to NL, FR, ES)
2. 6. Supplement z. BP v. 02.07.2018 - Notes (relating to LU, CZ, BE, NL, HU, PL, FR, ES)
3. 6. Supplement z. BP v. 07.09.2018 - Italian Certificates (relating to IT)
4. 3. Supplement z. BP v. 13.02.2019 - Unlimited Index Securities (relating to DK, BE, NL, IT, SE, FR, FI, ES, NO)
5. 2. Supplement z. BP v. 01.03.2019 - Structured Notes and Structured Certificates (relating to LU, SE, FI, NO)
6. 2. Supplement z. BP v. 29.03.2019 - TURBO Warrants and Unlimited TURBO Warrants (relating to DK, BE, NL, SE, FR, FI, ES, NO)
7. 1. Supplement z. BP v. 18.04.2019 - Warrants (relating to DK, BE, NL, SE, FR, FI, ES, NO)

References to the annexes of Regulation EC 809/2004 according to which the Prospectus Supplement was drawn up: n.a.

Guarantor (if any): n.a.

Yours faithfully,

Kremer

This CoA is valid without signature

Prospectus Group, Section WA 52
Federal Financial Supervisory Authority
Securities Supervision / Asset Management
Date: 06.06.2019
Reference: WA 52-Wp 7107-10100005-2019/0024

Attachments:

(1) Prospectus Supplement dated 31.05.2019