

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 (AFM), Nederlande
Commission de Surveillance du Secteur Financier (CSSF), Luxemburg
Commission Bancaire, Financière et des Assurances (CBFA), Belgien

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 15. September 2010.

Name of Issuer:

COMMERZBANK Aktiengesellschaft

Registered Office/Seat:

Deutschland, Frankfurt am Main, Mainzer Landstraße 153

Type of Securities:

BP vom 14.09.2010 - (Notes/Certificates Programme)

References to the annexes of Regulation Ec 809/2004 according to which the prospectus was drawn up:

Annex XI, XII, V

BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT
FEDERAL FINANCIAL SUPERVISORY AUTHORITY



Guarantor (if any): n.a.

Yours faithfully,

A handwritten signature in black ink, appearing to be "Lecke".

(Lecke)

Prospectus Group, Section PRO 1
Federal Financial Supervisory Authority
Securities Supervision / Asset Management
Date: 2010-10-28
Reference: PRO 1-Wp 7107-10100005-2010/0018

Attachments:

- (1) Base Prospectus dated 14. September 2010
- (2) Translation of Summary (Dutch) and (French)