



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:

Autorité Des Marchés Financiers (AMF), France
Autoriteit Financiële Markten (AFM), Netherlands
Commission de Surveillance du Secteur Financier (CSSF), Luxembourg
Commission Bancaire, Financière et des Assurances (CBFA), Belgium
Malta Financial Services Authority (MFSA), Malta

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 19/05/2011.

Name of Issuer:

- COMMERZBANK Aktiengesellschaft

Registered Office/Seat:

- Deutschland, Frankfurt am Main, Kaiserstraße 16 (Kaiserplatz)

Type of Securities:

- Supplement dated 13/05/2011 to Base Prospectus dated 14/09/2010 - Notes/Certificates Programme

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.

BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT
FEDERAL FINANCIAL SUPERVISORY AUTHORITY



Yours faithfully,

A handwritten signature in black ink, appearing to read "Dackscheid".

(Dackscheid)

Prospectus Group, Section PRO 1

Federal Financial Supervisory Authority

Securities Supervision / Asset Management

Date: 19/05/2011

Reference: PRO 1-Wp 7107-10100005-2011/0011

Attachments:

(1) Prospectus Supplement dated 13 May 2011