

**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
Comisión Nacional del Mercado de Valores, Spain
Commission de Surveillance du Secteur Financier, Luxembourg
CONSOB -Commissione Nazionale per le Società e la Borsa-, Italy
Financial Services and Markets Authority, Belgium
Finansinspektionen (FI), Sweden
Finanssivalvonta (Fiva), Finland
Finanstilsynet, Norway

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 10.11.2014.

Name of Issuer:

COMMERZBANK Aktiengesellschaft

Registered Office/Seat:

Germany, Frankfurt am Main, Kaiserstraße 16 (Kaiserplatz)

Type of Securities :

1. 9. Supplement to Base Prospectus dated 05.11.2013 (Unlimited Index Zertifikate) (relating to FI, FR, IT, LU, NL, NO, SE, BE)

2. 6. Supplement to Base Prospectus dated 05.11.2013 (Structured Notes) (relating to FI, LU, NO, SE)
3. 5. Supplement to Base Prospectus dated 19.12.2013 (Credit Linked Note Programme) (relating to FR, LU)
4. 4. Supplement to Base Prospectus dated 05.03.2014 (Italian Certificates) (relating to IT)
5. 3. Supplement to Base Prospectus dated 14.05.2014 (TURBO Warrants and Unlimited TURBO Warrants) (relating to BE, FR, NL, NO, SE, ES, FI)
6. 2. Supplement to Base Prospectus dated 22.05.2014 (Structured Certificates) (relating to FI, LU, NO, SE)
7. 2. Supplement to Base Prospectus dated 04.06.2014 (Warrants) (relating to BE, ES, FI, FR, NL, NO, SE)
8. 2. Supplement to Base Prospectus dated 04.07.2014 (Lookback Call Notes) (relating to BE)
9. 3. Supplement to Base Prospectus dated 14.07.2014 (Certificates) (relating to BE, FR, NL)
10. 2. Supplement to Base Prospectus dated 23.07.2014 (Italian Certificates) (relating to IT)
11. 2. Supplement to Base Prospectus dated 23.07.2014 (Notes) (relating to BE, ES, FR, LU, NL)
12. 1. Supplement to Base Prospectus dated 24.09.2014 (Credit Linked Note Programme) (relating to FR, LU)

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,



(Kotowski)

Prospectus Group, Section PRO 1
Federal Financial Supervisory Authority
Securities Supervision / Asset Management
Date: 11.11.2014
Reference: PRO 1-Wp 7107-10100005-2014/0152

Attachments:

(1) Prospectus Supplement dated 07.11.2014