



**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  
Finanstilsynet (Danish FSA), Denmark

**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 09.06.2015.

**Name of Issuer:**

COMMERZBANK Aktiengesellschaft

**Registered Office/Seat:**

Germany, Frankfurt am Main, Kaiserstraße 16 (Kaiserplatz)

**Type of Securities :**

1. Supplement N° 5 to BP.v. 22/05/2014 -Structured Certificates- (relating to FI, LU, NO, SE)
2. Supplement N° 5 to BP.v. 04/06/2014 -Warrants- (relating to BE, ES, FI, FR, NL, NO, SE)



3. Supplement N° 6 to BP.v. 04/07/2014 -Lookback Call Notes- (relating to BE)
4. Supplement N° 6 to BP.v. 14/07/2014 -Certificates- (relating to BE, FR, NL)
5. Supplement N° 5 to BP.v. 23/07/2014 -Italian Certificates- (relating to IT)
6. Supplement N° 5 to BP.v. 23/07/2014 -Notes- (relating to BE, ES, FR, LU, NL)
7. Supplement N° 4 to BP.v. 24/09/2014 -Credit Linked Note Programme- (relating to FR, LU)
8. Supplement N° 7 to BP.v. 04/11/2014 -Unlimited Index Securities- (relating to BE, DK, ES, FI, FR, IT, NL, NO, SE)
9. Supplement N° 3 to BP.v. 13/11/2014 -Structured Notes- (relating to FI, LU, NO, SE)
10. Supplement N° 1 to BP.v. 23/04/2015 -Italian VolTarget Certificates and Italian Basket Certificates- (relating to IT)
11. Supplement N° 1 to BP.v. 06/05/2015-Turbo Warrants and Unlimited Turbo Warrants- (relating to FI, FR, NL, NO, SE, BE, DK, ES)
12. Supplement N° 1 to BP.v. 02/04/2015-Structured Certificates- (relating to FI, LU, NO, SE)

**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)

(This CoA is valid without signature)

Prospectus Group, Section PRO 1  
Federal Financial Supervisory Authority  
Securities Supervision / Asset Management  
Date: 10.06.2015  
Reference: PRO 1-Wp 7107-10100005-2015/0023

Attachments:

(1) Prospectus Supplement dated 02.06.2015

(2) The translation of the summary (Dutch, Finnish, French, Italian, Norwegian, Spanish, Swedish, Danish)

