

## Press release

For business desks  
30 April 2015

### Commerzbank Annual General Meeting – overview of voting results

- **Board of Managing Directors and Supervisory Board discharged**
- **Sabine U. Dietrich and Anja Mikus elected as new members to the Supervisory Board**

The shareholders voted as follows on the fundamental items on the agenda:

#### **Resolution on the use of the profit shown on the balance sheet (item 2)**

The Annual General Meeting has voted, as proposed by the Board of Managing Directors and the Supervisory Board, to allocate the profit on the balance sheet shown in the annual financial statements for the financial year 2014 to the amount of approximately EUR 141.2 million completely to the profit reserves. The resolution was passed with a majority of 99.9 %.

#### **Discharge (items 3 and 4)**

The members of the Board of Managing Directors and Supervisory Board were discharged with an average majority of 99.6 % and 99.6 %, respectively.

#### **Remuneration of members of the Board of Managing Directors (items 7 and 8)**

The Annual General Meeting has approved with a majority of 98.4 % the system for the remuneration of the members of the Board of Managing Directors as of 1 January 2015 as described in the remuneration report, and with a majority of 98.9 % an increase in the maximum sum of the variable annual remuneration for members of the Board of Managing Directors. Accordingly, the amount of the fixed annual basic salary as well as the total remuneration with 100% target achievement will not change. The maximum attainable total remuneration will be reduced in comparison with the remuneration system to date.

The introduction of a new system as of 2015 had become necessary in order to bring the remuneration of the Board of Managing Directors into line with new and/or amended rules under European supervisory requirements (“CRD IV”), the Remuneration Ordinance for Institutions and the German Banking Act.

#### **Remuneration of employees (item 9)**

The Annual General Meeting has approved this item with 64.7 %. With regard to the required majority of a 75% of the votes cast, consent has thus not been given. Commerzbank’s intention with item 9 had been to have the Annual General Meeting decide that the maximum remuneration of a very limited number of employees may be raised to a maximum of twice the fixed annual remuneration. This would enable the Bank

to continue to competitively remunerate its employees without having to raise fixed remuneration. From the Bank's point of view this is the economically correct solution which would, moreover, prevent a permanent raise of fixed remuneration. Commerzbank is keeping its option open to put the topic to the vote once more.

### **New election of members to the Supervisory Board (item 10)**

The Annual General Meeting has, as proposed by the Supervisory Board, elected Sabine U. Dietrich and Anja Mikus to the Supervisory Board of Commerzbank AG; this with a majority of 99.9 % and 99.7 %, respectively.

The Supervisory Board members Petra Schadeberg-Hermann and Dr. Nikolaus von Bomhard have left the Supervisory Board with the conclusion of the 2015 Annual General Meeting.

### **Amendment of contingency resolutions for the acquisition of treasury shares for the purpose of securities trading (item 11) as well as on the authorised and contingent capitals (items 12 and 13)**

The Annual General Meeting has, as proposed, voted to amend the contingency resolutions on the acquisition of treasury shares for the purpose of securities trading, as well as on the authorised and contingent capitals. The new authorised capital replaces the two existing authorised capitals, that differed in terms of structures and maturities. Following the resolutions, the authorisation to issue convertible bonds or bonds with warrants, profit participation rights, and the underlying conditional capital were adjusted to the current share capital.

The precise voting results on the individual items on the agenda are to be found at [www.commerzbank.com/agm](http://www.commerzbank.com/agm).

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### **About Commerzbank**

Commerzbank is a leading international commercial bank with branches and offices in more than 50 countries. The core markets of Commerzbank are Germany and Poland. With the business areas Private Customers, Mittelstandsbank, Corporates & Markets and Central & Eastern Europe, its private customers and corporate clients, as well as institutional investors, profit from a comprehensive portfolio of banking and capital market services. Commerzbank finances more than 30 per cent of Germany's foreign trade and is the unchallenged leader in

financing for SMEs. With its subsidiaries comdirect and Poland's mBank it owns two of the world's most innovative online banks. With approximately 1,100 branches and approximately 90 advisory centres for business customers Commerzbank has one of the densest branch networks among German private banks. In total, Commerzbank boasts approximately 15 million private customers, as well as 1 million business and corporate clients. The Bank, which was founded in 1870, is represented at all the world's major stock exchanges. In 2014, it generated gross revenues of almost €9 billion with an average of approximately 52,000 employees.