

Second Supplement
dated 12 September 2024
to the Base Prospectus dated 5 June 2024

*This second supplement (the "**Second Supplement**") constitutes a supplement within the meaning of Art. 23(1) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**") relating to the base prospectus of Commerzbank Aktiengesellschaft ("**Commerzbank**", the "**Bank**" or the "**Issuer**", together with its subsidiaries "**Commerzbank Group**" or the "**Group**") dated 5 June 2024 in respect of issues of non-equity securities within the meaning of Art. 2(c) of the Prospectus Regulation (the "**Base Prospectus**").*

COMMERZBANK AKTIENGESELLSCHAFT

Frankfurt am Main, Federal Republic of Germany

EUR 5,000,000,000 Additional Tier 1 Notes Programme

The Issuer has requested the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") as competent authority under the Prospectus Regulation and the Luxembourg act relating to prospectuses for securities (*loi relative aux prospectus pour valeurs mobilières*) dated 16 July 2019 (the "**Luxembourg Prospectus Law**") to approve this Second Supplement.

This Second Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.luxse.com) and on the website of Commerzbank Aktiengesellschaft (www.commerzbank.com).

This Second Supplement should only be distributed in connection with the Base Prospectus. It should only be read in conjunction with the Base Prospectus and the first supplement thereto dated 19 August 2024 (the "**First Supplement**").

The Issuer accepts responsibility for the information contained in this Second Supplement and hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Second Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus or the First Supplement, the statements in (a) above will prevail.

Terms defined or otherwise attributed meanings in the Base Prospectus have the same meaning in this Second Supplement.

This Second Supplement has been prepared to supplement recent developments to the Base Prospectus.

In section "7.15 Recent developments and outlook", sub-section "7.15.1 Recent developments" on page 178 of the Base Prospectus, as supplemented by the First Supplement, the following shall be added after the fifth paragraph:

"On 10 September 2024, Manfred Knof, chief executive officer ("**CEO**") of Commerzbank, has informed Jens Weidmann, chairman of the Supervisory Board, that he will fulfil his contract, which runs until the end of December 2025, but will not be at the disposal of Commerzbank beyond that date. The Supervisory Board of Commerzbank will commence an orderly search process for the successor to the role of the CEO immediately.

On 11 September 2024, Finanzagentur GmbH announced that the German government has sold a first block of shares it held in Commerzbank. Of the recent 16.49% stake held by the Financial Market Stabilisation Fund ("**FMS**"), 4.49% (around 53.1 million shares) were sold via a market-standard accelerated bookbuilding process. The entire package was allocated to UniCredit Group. Following such sale, the shareholding of FMS decreases to 12.00%.

Furthermore, on 11 September 2024, UniCredit announced that it has acquired an equity stake equal to around 9% in the share capital of Commerzbank. 4.49% has been acquired in an accelerated bookbuilding offering on behalf of the Federal Republic of Germany and the rest of the stake has been acquired through market activity."

After section "10.7 Documents Available" on page 189 of the Base Prospectus, a new section "10.8 Third Party Information", with the following information shall be inserted:

"With respect to any information included herein and specified to be sourced from a third party (i) the Issuer confirms that any such information has been accurately reproduced and as far as the Issuer is aware and is able to ascertain from information available to it from such third party, no facts have been omitted the omission of which would render the reproduced information inaccurate or misleading and (ii) neither the Issuer nor any Dealer has independently verified any such information and neither the Issuer nor any Dealer accepts any responsibility for the accuracy thereof."