

**COMMERZBANK AKTIENGESELLSCHAFT**  
Frankfurt am Main

**Final Terms**

dated June 5, 2009

with respect to the

**Base Prospectus**

dated October 1, 2008

relating to

**Capped Bonus Certificates  
relating to  
Shares denominated in Euro**

to be publicly offered in the Republic of France

# RISK FACTORS

The purchase of certificates issued under the Base Prospectus dated October 1, 2008 (the "**Certificates**", the "**Base Prospectus**") is associated with certain risks. The information set forth in these Final Terms merely contains the major risks connected with an investment in the Certificates.

No person should purchase the Certificates unless that person understands the mechanics of the Certificates and the extent of that person's exposure to potential loss. Each prospective purchaser of Certificates should consider carefully whether the Certificates are suitable for it in the light of such purchaser's circumstances and financial position. In this context, investors should take into consideration the risks of an investment in the Certificates (risks relating to the Issuer as well as risks relating to the type of the Certificates and/or the underlying, if any) as well as the other information contained in the Base Prospectus, any supplements and in these Final Terms.

The order of the risk factors described herein does not imply any statement about the likelihood of occurrence of each risk factor or the influence of such risk factor on the value of the Certificates.

Moreover, additional risks that are not known at the date of preparation of the these Final Terms or currently believed to be immaterial could likewise have an adverse effect on the value of the Certificates.

It is possible that the performance of the Certificates is affected by several risk factors at the same time, but the Issuer is unable to make any reliable prediction on such combined effects.

The occurrence of one or more of the risks disclosed in the Base Prospectus, any supplement and/or these Final Terms or any additional risks may lead to a material and sustained loss and, depending on the structure of the Certificates, even result in the **total loss** of the capital invested by the investor.

**These risk warnings do not substitute advice by the investor's bank or by the investor's legal, business or tax advisers, which should in any event be obtained by the investor in order to be able to assess the consequences of an investment in the Certificates. Investment decisions should not be made solely on the basis of the risk warnings set out in this Base Prospectus, any supplement or these Final Terms since such information cannot serve as a substitute for individual advice and information which is tailored to the requirements, objectives, experience, knowledge and circumstances of the investor concerned.**

**Prospective purchasers of the Certificates are advised to read the complete Base Prospectus including the chapter on "Risk Factors" before reaching an investment decision.**

## **1. Risks relating to Capped Bonus Certificates**

### *General*

Capped Bonus Certificates relating to shares denominated in EUR (the "**Underlying Assets**") grant to the investor the right to receive on the Redemption Date from the Issuer the payment of (i) a Fixed Amount or (ii) a Redemption Amount which shall be calculated as described below.

The Redemption Amount shall be calculated by multiplying the price of the Underlying Asset on the Valuation Date (converted into Euro, if applicable) with the Ratio. The Redemption Amount, however, will not exceed the Maximum Amount.

The investor shall receive the Fixed Amount, if (i) during the Monitoring Period the price of the Underlying Asset has never been equal to or below the Barrier and (ii) the price of the Underlying Asset on the Valuation Date is below the Bonus Barrier.

The Fixed Amount and the Maximum Amount shall be converted into EUR, if applicable.

#### *Limited profit potential and Exposure*

Under no circumstances will the investor receive a payment which exceeds the Maximum Amount.

If the price of the Underlying Asset during the Monitoring Period has at least once been equal to or below the Barrier the investor receives the Redemption Amount depending on the price of the Underlying Asset on the Valuation Date, as described above. This amount may be considerably below the purchase price the investor paid for the Certificates. In extreme cases this may lead to a **total loss** of invested capital.

The Certificates do not entitle the Certificateholders to receive a dividend payment and therefore do not constitute a regular source of income. Possible losses in connection with an investment in the Certificates can therefore not be compensated by other income from the Certificates. In addition, investors should consider that the return on the investment in the Certificates is reduced by the costs in connection with the purchase or sale of the Certificates.

#### *Correlation risk*

In general, the price of the Certificates will rise and fall along with the price of the Underlying Asset, but it will not exactly follow it. If the Underlying Asset trades close to the Barrier, this may lead to increased price fluctuations (volatility) in the Certificates, particularly as the Certificates approach maturity. This is due to the fact that in this case, even small movements in the price of the Underlying Asset may determine whether the Fixed Amount or the Redemption Amount is to be paid.

In the case of a sale during the life of the Certificates, the repayment scenarios have only a limited influence on the price.

#### *Risk of Loss due to Changes in the Volatility of the Underlying Asset*

Changes in the frequency and intensity of fluctuations in the price of the Underlying Asset (volatility) may increase the risks connected with the purchase of the Certificates as with increasing volatility of the Underlying Asset the probability increases that the Barrier of the Certificates will be triggered.

#### *Continuous price of the Underlying Asset and the price of the Underlying Asset on the Valuation Date*

The question whether the Fixed Amount or the Redemption Amount shall be payable is decided on the basis of any price of the Underlying Asset determined at any time during the Monitoring Period. In the case that the Redemption Amount is payable, however, the calculation of the Redemption Amount is based only on one price of the Underlying Asset on the Valuation Date as determined in the Terms and Conditions.

#### *Extraordinary early termination and adjustment rights*

According to the terms and conditions of the Certificates as set forth in the Final Terms the Issuer may be entitled to make adjustments to the terms and conditions of the Certificates or to early terminate the Certificates if certain circumstances occur. Such circumstances are described in the terms and conditions and may include, without limitation, the cancellation of or changes made to an index in the case of index-linked Certificates or events that have a significant impact on the underlying shares in the case of equity-linked Certificates. Any adjustment of the terms and conditions may have a negative effect on the value of the

Certificates and the redemption amount. Also, the amount at which the Certificates are redeemed in the event of an early termination may be lower than the amount the holders of the Certificates would have received without such early termination.

#### *Market Disruption and postponement of payments*

The Issuer may be entitled to determine market disruptions or other events which may lead to a postponement of a calculation and/or of any payments and which may affect the value of the Certificates.

#### *Risks associated with Currency*

If the Underlying Asset is expressed in a currency different from EUR or if the Underlying Asset is composed of components expressed in a currency different from EUR and if the payments has to be converted into EUR the risk in connection with an investment in the Certificates does not only depend on the development of the price or the price of the Underlying Asset but also on the development of the respective currency. Unfavourable developments in these markets can increase the risk and could lead to a decrease in the value of the Certificates. Changes in exchange rates result from various factors such as macro-economic factors, speculative transactions and interventions by central banks and governments.

#### *Certificates are unsecured obligations*

The obligations under the Certificates constitute direct, unconditional and unsecured obligations of the Issuer and rank at least *pari passu* with all other unsecured and unsubordinated obligations of the Issuer (save for such exceptions as may exist from time to time under applicable law).

#### *Issuer's solvency*

The holders of the Certificates assume the credit risk of Commerzbank Aktiengesellschaft as Issuer of the Certificates. In case of insolvency of the Issuer, the holders of the Certificates may lose part or all of their invested capital if the insolvency estate of the Issuer does not suffice to satisfy all unsecured and unsubordinated obligations of the Issuer.

The Certificates are neither secured by the Deposit Protection Fund of the Association of German Banks (*Einlagensicherungsfonds des Bundesverbands deutscher Banken e.V.*) nor by the German Deposit Guarantee and Investor Compensation Act (*Einlagensicherungs- und Anlegerentschädigungsgesetz*).

## **2. Risk Factors relating to the Underlying Asset**

Shares are associated with particular risks, such as the risk that the respective company will be rendered insolvent, the risk that the share price will fluctuate or risks relating to dividends, over which the Issuer has no control. The performance of the shares depends to a very significant extent on developments on the capital markets, which in turn depend on the general global economic situation and more specific economic and political conditions. Shares in companies with low to medium market capitalisation may be subject to even higher risks (e.g. relating to their volatility or insolvency) than is the case for shares in larger companies. Moreover, shares in companies with low capitalisation may be extremely illiquid as a result of low trading volumes.

Shares of companies with its statutory seat or with significant business operations in countries with limited certainty of law are subject to additional risks such as, for instance, government interventions or nationalisation which may lead to a total or partial loss of the invested capital or of access to the capital invested in such country.

The realisation of such risks may also lead to a total or partial loss of the invested capital for holders of Certificates linked to such shares.

Holders of Certificates that are linked to share prices do, contrary to investors which directly invest in the shares, not receive dividends or other distributions payable to the holders of the underlying shares.

## General Information

This document contains the Final Terms of the Capped Bonus Certificates described herein and must be read in conjunction with the Base Prospectus dated October 1, 2008 (the "**Base Prospectus**"), the Supplement A to the Base Prospectus dated November 3, 2008 (the "**Supplement A**"), the Supplement B to the Base Prospectus dated December 2, 2008 (the "**Supplement B**"), the Supplement C to the Base Prospectus dated January 8, 2009 (the "**Supplement C**"), the Supplement D to the Base Prospectus dated January 13, 2009 (the "**Supplement D**"), the Supplement E to the Base Prospectus dated April 27, 2009 (the "**Supplement E**"), the Supplement C to the Base Prospectus dated January 13, 2009 (the "**Supplement C**"), the Supplement D to the Base Prospectus dated April 27, 2009 (the "**Supplement D**") and the Supplement E to the Base Prospectus dated May 12, 2009 (the "**Supplement E**"). Full information on the Issuer and the offer of the Certificates is only available on the basis of a combination of these Final Terms, the Base Prospectus, the Supplement A, the Supplement B, the Supplement, the Supplement C, the Supplement D and the Supplement E.

### **Prospectus Liability**

Commerzbank Aktiengesellschaft (the "**Issuer**", the "**Bank**" or "**Commerzbank**", together with its consolidated subsidiaries "**Commerzbank Group**" or the "**Group**") accepts responsibility for the information contained in this Final Terms. The Issuer hereby declares that having taken all reasonable care to ensure that such is the case, the information contained in this Final Terms is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

No person is or has been authorized by the Issuer to give any information or to make any representation not contained in or not consistent with these Final Terms or any other information supplied in connection with this Final Terms or the Certificates and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer.

The delivery of this Final Terms does not at any time imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Final Terms or the Certificates is correct as of any time subsequent to the date indicated in the document containing the same.

### **Subscription and Sale**

The Capped Bonus Certificates (the "**Certificates**") on Shares denominated in Euro with an issue size of 500,000 and an issue price per series of Certificates as detailed below shall be publicly offered in the Republic of France as of the first day on which the Certificates have been admitted to trading on the Euronext Paris by NYSE Euronext.

### **Increases of a Series of Certificates**

The Issuer reserves the right to issue from time to time without the consent of the Certificateholders additional tranches of Certificates with substantially identical terms, so that the same shall be consolidated to form a single series bearing the same security codes and increase the size of the Certificates issued previously.

### **Characteristics**

| Share/ ISIN                           | ISIN         | Ratio | Fixed Amount in EUR | Maximum Amount in EUR | Barrier in EUR | Bonus Barrier in EUR | Monitoring Period       | Redemption Date  | Exchange       | Issue Price on the Issue Date in EUR |
|---------------------------------------|--------------|-------|---------------------|-----------------------|----------------|----------------------|-------------------------|------------------|----------------|--------------------------------------|
| Air France-KLM<br>(ISIN FR0000031122) | FR0010767210 | 1     | 11.80               | 11.80                 | 6.20           | 11.80                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 11.52                                |
| Air France-KLM<br>(ISIN FR0000031122) | FR0010767293 | 1     | 13.00               | 13.00                 | 8.20           | 13.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 11.52                                |

| Share/ ISIN  | ISIN         | Ratio | Fixed Amount in EUR | Maximum Amount in EUR | Barrier in EUR | Bonus Barrier in EUR | Monitoring Period       | Redemption Date  | Exchange       | Issue Price on the Issue Date in EUR |
|--|--------------|-------|---------------------|-----------------------|----------------|----------------------|-------------------------|------------------|----------------|--------------------------------------|
| Air France-KLM<br>(ISIN FR0000031122)                        | FR0010767319 | 1     | 14.80               | 14.80                 | 8.00           | 14.80                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 11.52                                |
| Alstom S.A.<br>(ISIN FR0010220475)                           | FR0010767327 | 1     | 55.00               | 55.00                 | 34.50          | 55.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 45.48                                |
| ArcelorMittal S.A.<br>(ISIN LU0323134006)                    | FR0010767335 | 1     | 27.00               | 27.00                 | 14.00          | 27.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 23.61                                |
| ArcelorMittal S.A.<br>(ISIN LU0323134006)                    | FR0010767343 | 1     | 29.00               | 29.00                 | 17.00          | 29.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 23.61                                |
| AXA S.A.<br>(ISIN FR0000120628)                              | FR0010767350 | 1     | 16.00               | 16.00                 | 8.50           | 16.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 13.24                                |
| AXA S.A.<br>(ISIN FR0000120628)                              | FR0010767376 | 1     | 17.50               | 17.50                 | 10.50          | 17.50                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 13.24                                |
| AXA S.A.<br>(ISIN FR0000120628)                              | FR0010767384 | 1     | 19.50               | 19.50                 | 9.50           | 19.50                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 13.24                                |
| BNP Paribas S.A.<br>(ISIN FR0000131104)                      | FR0010767616 | 1     | 56.00               | 56.00                 | 36.00          | 56.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 48.72                                |
| BOUYGUES S.A.<br>(ISIN FR0000120503)                         | FR0010767715 | 1     | 35.00               | 35.00                 | 23.00          | 35.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 29.35                                |
| Cap Gemini S.A.<br>(ISIN FR0000125338)                       | FR0010767731 | 1     | 33.00               | 33.00                 | 22.00          | 33.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 27.64                                |
| Crédit Agricole S.A.<br>(ISIN FR0000045072)                  | FR0010767749 | 1     | 13.00               | 13.00                 | 8.00           | 13.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 10.34                                |
| Crédit Agricole S.A.<br>(ISIN FR0000045072)                  | FR0010767756 | 1     | 15.00               | 15.00                 | 7.50           | 15.00                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 10.34                                |
| France Télécom S.A.<br>(ISIN FR0000133308)                   | FR0010767772 | 1     | 19.00               | 19.00                 | 12.50          | 19.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 17.51                                |
| France Télécom S.A.<br>(ISIN FR0000133308)                   | FR0010767798 | 1     | 19.50               | 19.50                 | 10.00          | 19.50                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 17.51                                |
| France Télécom S.A.<br>(ISIN FR0000133308)                   | FR0010767814 | 1     | 22.00               | 22.00                 | 13.00          | 22.00                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 17.51                                |
| GDF Suez S.A.<br>(ISIN FR0010208488)                         | FR0010767830 | 1     | 33.00               | 33.00                 | 21.00          | 33.00                | 05.06.2009 - 18.03.2010 | 25 March 2010    | Euronext Paris | 28.29                                |
| GDF Suez S.A.<br>(ISIN FR0010208488)                         | FR0010767723 | 1     | 34.00               | 34.00                 | 20.00          | 34.00                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 28.29                                |
| Lafarge S.A.<br>(ISIN FR0000120537)                          | FR0010767764 | 1     | 53.00               | 53.00                 | 29.00          | 53.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 48.86                                |
| Lafarge S.A.<br>(ISIN FR0000120537)                          | FR0010767780 | 1     | 58.00               | 58.00                 | 36.00          | 58.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 48.86                                |
| Lafarge S.A.<br>(ISIN FR0000120537)                          | FR0010767806 | 1     | 61.00               | 61.00                 | 28.00          | 61.00                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 48.86                                |
| Lafarge S.A.<br>(ISIN FR0000120537)                          | FR0010767848 | 1     | 67.00               | 67.00                 | 35.00          | 67.00                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 48.86                                |
| LVMH Moët Hennessy Louis Vuitton S.A.<br>(ISIN FR0000121014) | FR0010767855 | 1     | 66.00               | 66.00                 | 45.00          | 66.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 59.60                                |

| Share/ ISIN  | ISIN         | Ratio | Fixed Amount in EUR | Maximum Amount in EUR | Barrier in EUR | Bonus Barrier in EUR | Monitoring Period       | Redemption Date  | Exchange       | Issue Price on the Issue Date in EUR |
|--|--------------|-------|---------------------|-----------------------|----------------|----------------------|-------------------------|------------------|----------------|--------------------------------------|
| Compagnie Générale des Etablissements Michelin (ISIN FR0000121261) | FR0010767863 | 1     | 52.00               | 52.00                 | 33.00          | 52.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 42.35                                |
| Pernod-Ricard S.A. (ISIN FR0000120693)                             | FR0010767871 | 1     | 50.00               | 50.00                 | 33.00          | 50.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 44.12                                |
| Peugeot S.A. (ISIN FR0000121501)                                   | FR0010767889 | 1     | 24.00               | 24.00                 | 13.00          | 24.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 21.92                                |
| Peugeot S.A. (ISIN FR0000121501)                                   | FR0010767392 | 1     | 26.50               | 26.50                 | 16.00          | 26.50                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 21.92                                |
| Peugeot S.A. (ISIN FR0000121501)                                   | FR0010767400 | 1     | 28.00               | 28.00                 | 12.50          | 28.00                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 21.92                                |
| Renault S.A. (ISIN FR0000131906)                                   | FR0010767418 | 1     | 31.00               | 31.00                 | 16.00          | 31.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 27.54                                |
| Renault S.A. (ISIN FR0000131906)                                   | FR0010767459 | 1     | 35.00               | 35.00                 | 20.00          | 35.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 27.54                                |
| Renault S.A. (ISIN FR0000131906)                                   | FR0010767491 | 1     | 35.00               | 35.00                 | 15.50          | 35.00                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 27.54                                |
| Saint Gobain S.A (ISIN FR0000125007)                               | FR0010767517 | 1     | 31.00               | 31.00                 | 16.50          | 31.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 26.00                                |
| Saint Gobain S.A (ISIN FR0000125007)                               | FR0010767574 | 1     | 35.00               | 35.00                 | 20.50          | 35.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 26.00                                |
| Sanofi-Aventis S.A. (ISIN FR0000120578)                            | FR0010767582 | 1     | 48.00               | 48.00                 | 34.00          | 48.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 45.11                                |
| Sanofi-Aventis S.A. (ISIN FR0000120578)                            | FR0010767608 | 1     | 52.00               | 52.00                 | 32.00          | 52.00                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 45.11                                |
| Société Générale S.A. (ISIN FR0000130809)                          | FR0010767426 | 1     | 49.00               | 49.00                 | 31.00          | 49.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 41.15                                |
| Société Générale S.A. (ISIN FR0000130809)                          | FR0010767434 | 1     | 49.00               | 49.00                 | 24.00          | 49.00                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 41.15                                |
| Total S.A. (ISIN FR0000120271)                                     | FR0010767442 | 1     | 43.00               | 43.00                 | 30.00          | 43.00                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 41.17                                |
| Total S.A. (ISIN FR0000120271)                                     | FR0010767475 | 1     | 47.00               | 47.00                 | 29.00          | 47.00                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 41.17                                |
| Vallourec S.A. (ISIN FR0000120354)                                 | FR0010767483 | 1     | 110.00              | 110.00                | 58.00          | 110.00               | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 89.02                                |
| Vallourec S.A. (ISIN FR0000120354)                                 | FR0010767509 | 1     | 121.00              | 121.00                | 68.00          | 121.00               | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 89.02                                |
| Vallourec S.A. (ISIN FR0000120354)                                 | FR0010767525 | 1     | 113.00              | 113.00                | 55.00          | 113.00               | 05.06.2009 - 18.03.2010 | 25 March 2010    | Euronext Paris | 89.02                                |
| Vivendi S.A. (ISIN FR0000127771)                                   | FR0010767533 | 1     | 20.50               | 20.50                 | 15.00          | 20.50                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris | 18.96                                |
| Vivendi S.A. (ISIN FR0000127771)                                   | FR0010767541 | 1     | 22.50               | 22.50                 | 14.50          | 22.50                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris | 18.96                                |
| Electricité De France (EDF) S.A. (ISIN FR0010242511)               | FR0010767558 | 1     | 45.00               | 45.00                 | 28.50          | 45.00                | 05.06.2009 - 18.03.2010 | 25 March 2010    | Euronext Paris | 37.69                                |



### **Calculation Agent**

If a calculation agent will be necessary Commerzbank Aktiengesellschaft, Kaiserplatz, 60261 Frankfurt am Main, Germany, will act as calculation agent.

### **Securitisation**

The Certificates shall be represented by a permanent global bearer Certificates (the "**Global Certificates**") which shall be deposited with Euroclear France, 115 rue Réaumur, 75081 Paris, France (the "**Clearing System**") as specified in the applicable Final Terms.

Definitive Certificates will not be issued and the right of delivery of definitive Certificates is excluded. The Certificateholders shall receive co-ownership participations in or rights with respect to the Global Certificates which are transferable in accordance with applicable law and the rules and regulations of the Clearing System.

### **Status**

The obligations under the Certificates constitute direct, unconditional and unsecured obligations of the Issuer and rank at least pari passu with all other unsecured and unsubordinated obligations of the Issuer (save for such exceptions as may exist from time to time under applicable law).

### **Minimum Trading Unit**

The Minimum Trading Number of each series of Certificates issued is one (1) Certificate.

### **Listing**

The admission for listing and trading of the Certificates on Euronext Paris by NYSE Euronext has been applied. First day of trading is envisaged to take place on June 5, 2009.

### **Availability of documents**

These Final Terms, the Base Prospectus, the Supplement A, the Supplement B, the Supplement, the Supplement C, the Supplement D and the Supplement E are available in their current form on the internet page [www.warrants.commerzbank.com](http://www.warrants.commerzbank.com). Whereas the Articles of Association of Commerzbank Aktiengesellschaft, the annual report of the Commerzbank Group for the financial years 2007 and 2008 as well as the interim report as of March 31, 2009 (reviewed English version) are available in their current form on the internet page of Commerzbank: [www.commerzbank.com](http://www.commerzbank.com).

### **Payment Date**

June 5, 2009

### **Settlement**

The Certificates will be cash settled. Settlement will take place on the fifth Business Day following the respective Valuation Date, all as specified in detail in the Terms and Conditions of the Certificates.

### **Taxation**

All amounts payable under the Certificates will be paid without deduction or withholding for or on account of any present or future taxes, duties or governmental charges whatsoever imposed or levied by or on behalf of the Federal Republic of Germany or any taxing authority therein. In the case that the Issuer will be compelled by law or other regulation to deduct or withhold such taxes, duties or governmental charges the Issuer will not pay any additional amounts to compensate the Certificateholder for such deduction or withholding.

### ***Information on the Underlying Asset***

The asset underlying each series of Certificates are the shares detailed in the above table. Information on the shares and the respective companies is available on the internet page: [www.comdirect.de](http://www.comdirect.de).

### ***Selling Restrictions in the European Economic Area***

In any member state of the European Economic Area ("**EEA**") that has implemented Directive 2003/71/EC (the "**Prospectus Directive**") (the "**Relevant Member State**"), the Certificates may, with (and including) the day of entry into effect of the respective implementation in the Relevant Member State, be publicly offered in the Relevant Member State, provided that this is permitted under the applicable laws and other legal provisions, and further provided that

- (a) the Public Offering starts or occurs within a period of 12 months following the publication of the Prospectus which has been approved by BaFin in accordance with the provisions of the Prospectus Act and, if the Certificates are publicly offered in a Relevant Member State other than Germany, the approval has been notified to the competent authority in such Relevant Member State in accordance with § 18 of the Prospectus Act, or
- (b) one of the exemptions set forth in § 3 paragraph 2 of the Prospectus Act exists or, in case of an offering outside of Germany, an exemption from the obligation to prepare a prospectus exists as set forth in the implementing law of the respective Relevant Member State in which the Public Offering shall occur.

**"Public Offering"** means (i) a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the certificates to be offered, so as to enable an investor to decide to purchase or subscribe to these securities, as well as (ii) any additional specifications defined more closely in the implementing law of the respective Relevant Member State, in which the Public Offering shall occur.

In any EEA member state that has not implemented the Prospectus Directive, the Certificates may only be publicly offered within or from the jurisdiction of such member state, provided that this is in accordance with the applicable laws and other legal provisions. The Issuer has not undertaken any steps, nor will the Issuer undertake any steps, aimed at making the Public Offering of the Certificates or their possession or the marketing of offering documents related to the Certificates legal in such jurisdiction if this requires special measures to be taken.

## TERMS AND CONDITIONS OF THE BONUS CERTIFICATES RELATING TO SHARES

### § 1 (FORM, TRANSFERABILITY)

- (1) Each series of Bonus Certificates (the "**Certificates**") are issued by Commerzbank Aktiengesellschaft, Frankfurt am Main, Federal Republic of Germany (the "**Issuer**").
- (2) Each series of Certificates will be represented by a permanent global bearer Certificate (the "**Global Certificate**") which shall be deposited with Euroclear France (the "**Clearing System**").
- (3) Definitive Certificates will not be issued and the right of delivery of definitive Certificates is excluded. The Certificateholders shall receive co-ownership participations in or rights with respect to the Global Certificate which are transferable in accordance with applicable law and the rules and regulations of the Clearing System.

Each Global Certificate shall only be valid if it bears the hand-written signatures of two authorised officers of the Issuer.

- (4) The term "**Certificateholder**" in these Terms and Conditions refers to the holder of a co-ownership participation in or right with respect to the Global Certificate.
- (5) The Issuer reserves the right to issue from time to time without the consent of the Certificateholders another tranche of Certificates with substantially identical terms, so that the same shall be consolidated to form a single Series and increase the aggregate principal amount of the Certificates. The term "Certificates" shall, in the event of such consolidation, also comprise such additionally issued Certificates.

### § 2 (DEFINITIONS)

- (1) For the purposes of these Terms and Conditions of the Certificates the following definitions shall apply:

"**Barrier**" with respect to each series of Certificates means the price as specified in the table in paragraph (2), subject to adjustments according to § 4.

"**Bonus Barrier**" with respect to each series of Certificates means the price as specified in the table in paragraph (2), subject to adjustments according to § 4.

"**Company**" means each of the companies issuing the Shares, as specified in the table in paragraph (2).

"**Exchange**" with respect to each series of Certificates means the exchange as specified in the table in paragraph (2).

"**Exchange Business Day**" means a day on which the Frankfurt Stock Exchange, the Exchange and the Related Exchange are open for trading during its regular trading sessions, notwithstanding the Exchange and the Related Exchange, respectively, closing prior to its scheduled weekday closing time without regard to after hours or any other trading outside of the regular trading sessions hours.

"**Fixed Amount**" with respect to each series of Certificates means the amount as specified in the table in paragraph (2).

"**Issue Currency**" means Euro ("**EUR**").

**"Market Disruption Event"** means any material occurrence or existence of any suspension of or limitation imposed on trading in (a) the Shares on the Exchange, or (b) any options contracts or futures contracts relating to the Share on the Related Exchange.

A limitation regarding the office hours or the number of days of trading will not constitute a Market Disruption Event if it results from an announced change in the regular business hours of the Exchange. A limitation on trading imposed during the course of a day by reason of movements in price exceeding permitted limits shall only be deemed to be a Market Disruption Event if such limitation still prevails at the time of termination of the trading hours on such date.

**"Maximum Amount"** with respect to each series of Certificates means the amount as specified in the table in paragraph (2).

**"Monitoring Period"** with respect to each series of Certificates means the period (from and including the first day and until and including the last day) as specified in the table in paragraph (2).

**"Payment Business Day"** means a day (other than a Saturday or a Sunday) on which the Trans-European Automated Real-Time Gross Settlement Express Transfer System (TARGET-System) and the Clearing System settle payments in the Issue Currency.

**"Ratio"** relating to each series of Certificates is a decimal figure equal to the ratio detailed in paragraph (2), subject to an adjustment pursuant to § 4.

**"Reference Price A"** means any price of the Share as determined and published by the Exchange during regular business hours on any Exchange Business Day.

**"Reference Price B"** means the official closing price of a Share as determined and published by the Exchange.

**"Related Exchange"** means the options or futures exchange with the highest trading volume of option or futures contracts relating to the Share. If option or futures contracts on the Share are not traded on any exchange, the Related Exchange shall be the options and futures exchange with the highest amount of option or futures contracts relating to shares of companies having their residence in the country in which the Company has its residence. If there is no options or futures exchange in the country in which the Company has its residence on which option or futures contracts on shares are traded, the Calculation Agent will determine the Related Exchange in its reasonable discretion (§ 315 of the German Civil Code) and will make notification thereof in accordance with § 12.

**"Redemption Date"** with respect to each series of Certificates means the day as specified in the table in paragraph (2).

**"Share"** with respect to a series of Certificates means the share as specified in the table in paragraph (2).

**"Valuation Date"** with respect to each series of Certificates means the last day of the respective Monitoring Period.

If on the Valuation Date a Reference Price B of the Share is not determined and published or if a Market Disruption Event with respect to the Share occurs, then the Valuation Date shall be postponed to the next following Exchange Business Day on which a Reference Price B is determined and published again by the Exchange and on which no Market Disruption Event occurs.

If, pursuant to the provisions above, the Valuation Date is postponed to the third Payment Business Day prior to the Redemption Date, and if a Reference Price B of the Share is not determined and published by the Exchange on such day or if a Market Disruption Event occurs or persists on such day, then the Calculation Agent (§ 10) shall, in consideration of the prevailing market conditions on such day, estimate the Reference Price B in its reasonable discretion (§ 315 German Civil Code (BGB) and make a notification thereof in accordance with § 12.

- (2) For each series of Certificates the terms “Share”, “Ratio”, “Fixed Amount”, “Maximum Amount”, “Barrier”, “Bonus Barrier”, “Monitoring Period”, “Redemption Date” and “Exchange” shall have the following meaning:

| Share/ ISIN                                 | ISIN         | Ratio | Fixed Amount in EUR | Maximum Amount in EUR | Barrier in EUR | Bonus Barrier in EUR | Monitoring Period          | Redemption Date     | Exchange          |
|---|--------------|-------|---------------------|-----------------------|----------------|----------------------|----------------------------|---------------------|-------------------|
| Air France-KLM<br>(ISIN FR0000031122)       | FR0010767210 | 1     | 11.80               | 11.80                 | 6.20           | 11.80                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Air France-KLM<br>(ISIN FR0000031122)       | FR0010767293 | 1     | 13.00               | 13.00                 | 8.20           | 13.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Air France-KLM<br>(ISIN FR0000031122)       | FR0010767319 | 1     | 14.80               | 14.80                 | 8.00           | 14.80                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| Alstom S.A.<br>(ISIN FR0010220475)          | FR0010767327 | 1     | 55.00               | 55.00                 | 34.50          | 55.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| ArcelorMittal S.A.<br>(ISIN LU0323134006)   | FR0010767335 | 1     | 27.00               | 27.00                 | 14.00          | 27.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| ArcelorMittal S.A.<br>(ISIN LU0323134006)   | FR0010767343 | 1     | 29.00               | 29.00                 | 17.00          | 29.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| AXA S.A.<br>(ISIN FR0000120628)             | FR0010767350 | 1     | 16.00               | 16.00                 | 8.50           | 16.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| AXA S.A.<br>(ISIN FR0000120628)             | FR0010767376 | 1     | 17.50               | 17.50                 | 10.50          | 17.50                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| AXA S.A.<br>(ISIN FR0000120628)             | FR0010767384 | 1     | 19.50               | 19.50                 | 9.50           | 19.50                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| BNP Paribas S.A.<br>(ISIN FR0000131104)     | FR0010767616 | 1     | 56.00               | 56.00                 | 36.00          | 56.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| BOUYGUES S.A.<br>(ISIN FR0000120503)        | FR0010767715 | 1     | 35.00               | 35.00                 | 23.00          | 35.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Cap Gemini S.A.<br>(ISIN FR0000125338)      | FR0010767731 | 1     | 33.00               | 33.00                 | 22.00          | 33.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Crédit Agricole S.A.<br>(ISIN FR0000045072) | FR0010767749 | 1     | 13.00               | 13.00                 | 8.00           | 13.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Crédit Agricole S.A.<br>(ISIN FR0000045072) | FR0010767756 | 1     | 15.00               | 15.00                 | 7.50           | 15.00                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| France Télécom S.A.<br>(ISIN FR0000133308)  | FR0010767772 | 1     | 19.00               | 19.00                 | 12.50          | 19.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| France Télécom S.A.<br>(ISIN FR0000133308)  | FR0010767798 | 1     | 19.50               | 19.50                 | 10.00          | 19.50                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| France Télécom S.A.<br>(ISIN FR0000133308)  | FR0010767814 | 1     | 22.00               | 22.00                 | 13.00          | 22.00                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| GDF Suez S.A.<br>(ISIN FR0010208488)        | FR0010767830 | 1     | 33.00               | 33.00                 | 21.00          | 33.00                | 05.06.2009 -<br>18.03.2010 | 25 March 2010       | Euronext<br>Paris |

| Share/ ISIN   | ISIN         | Ratio | Fixed Amount in EUR | Maximum Amount in EUR | Barrier in EUR | Bonus Barrier in EUR | Monitoring Period          | Redemption Date     | Exchange          |
|---|--------------|-------|---------------------|-----------------------|----------------|----------------------|----------------------------|---------------------|-------------------|
| GDF Suez S.A.<br>(ISIN FR0010208488)  | FR0010767723 | 1     | 34.00               | 34.00                 | 20.00          | 34.00                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| Lafarge S.A.<br>(ISIN FR0000120537)   | FR0010767764 | 1     | 53.00               | 53.00                 | 29.00          | 53.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Lafarge S.A.<br>(ISIN FR0000120537)   | FR0010767780 | 1     | 58.00               | 58.00                 | 36.00          | 58.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Lafarge S.A.<br>(ISIN FR0000120537)   | FR0010767806 | 1     | 61.00               | 61.00                 | 28.00          | 61.00                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| Lafarge S.A.<br>(ISIN FR0000120537)   | FR0010767848 | 1     | 67.00               | 67.00                 | 35.00          | 67.00                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| LVMH Moët Hennessy<br>Louis Vuitton S.A.<br>(ISIN FR0000121014)             | FR0010767855 | 1     | 66.00               | 66.00                 | 45.00          | 66.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Compagnie Générale<br>des Etablissements<br>Michelin<br>(ISIN FR0000121261) | FR0010767863 | 1     | 52.00               | 52.00                 | 33.00          | 52.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Pernod-Ricard S.A.<br>(ISIN FR0000120693)                                   | FR0010767871 | 1     | 50.00               | 50.00                 | 33.00          | 50.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Peugeot S.A.<br>(ISIN FR0000121501)   | FR0010767889 | 1     | 24.00               | 24.00                 | 13.00          | 24.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Peugeot S.A.<br>(ISIN FR0000121501)   | FR0010767392 | 1     | 26.50               | 26.50                 | 16.00          | 26.50                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Peugeot S.A.<br>(ISIN FR0000121501)   | FR0010767400 | 1     | 28.00               | 28.00                 | 12.50          | 28.00                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| Renault S.A.<br>(ISIN FR0000131906)   | FR0010767418 | 1     | 31.00               | 31.00                 | 16.00          | 31.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Renault S.A.<br>(ISIN FR0000131906)   | FR0010767459 | 1     | 35.00               | 35.00                 | 20.00          | 35.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Renault S.A.<br>(ISIN FR0000131906)   | FR0010767491 | 1     | 35.00               | 35.00                 | 15.50          | 35.00                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| Saint Gobain S.A<br>(ISIN FR0000125007)                                     | FR0010767517 | 1     | 31.00               | 31.00                 | 16.50          | 31.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Saint Gobain S.A<br>(ISIN FR0000125007)                                     | FR0010767574 | 1     | 35.00               | 35.00                 | 20.50          | 35.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Sanofi-Aventis S.A.<br>(ISIN FR0000120578)                                  | FR0010767582 | 1     | 48.00               | 48.00                 | 34.00          | 48.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Sanofi-Aventis S.A.<br>(ISIN FR0000120578)                                  | FR0010767608 | 1     | 52.00               | 52.00                 | 32.00          | 52.00                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| Société Générale S.A.<br>(ISIN FR0000130809)                                | FR0010767426 | 1     | 49.00               | 49.00                 | 31.00          | 49.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Société Générale S.A.<br>(ISIN FR0000130809)                                | FR0010767434 | 1     | 49.00               | 49.00                 | 24.00          | 49.00                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |
| Total S.A.<br>(ISIN FR0000120271)   | FR0010767442 | 1     | 43.00               | 43.00                 | 30.00          | 43.00                | 05.06.2009 -<br>17.12.2009 | 28 December<br>2009 | Euronext<br>Paris |
| Total S.A.<br>(ISIN FR0000120271)   | FR0010767475 | 1     | 47.00               | 47.00                 | 29.00          | 47.00                | 05.06.2009 -<br>17.06.2010 | 24 June 2010        | Euronext<br>Paris |

| Share/ ISIN   | ISIN         | Ratio | Fixed Amount in EUR | Maximum Amount in EUR | Barrier in EUR | Bonus Barrier in EUR | Monitoring Period       | Redemption Date  | Exchange       |
|---|--------------|-------|---------------------|-----------------------|----------------|----------------------|-------------------------|------------------|----------------|
| Vallourec S.A.<br>(ISIN FR0000120354)                   | FR0010767483 | 1     | 110.00              | 110.00                | 58.00          | 110.00               | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris |
| Vallourec S.A.<br>(ISIN FR0000120354)                   | FR0010767509 | 1     | 121.00              | 121.00                | 68.00          | 121.00               | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris |
| Vallourec S.A.<br>(ISIN FR0000120354)                   | FR0010767525 | 1     | 113.00              | 113.00                | 55.00          | 113.00               | 05.06.2009 - 18.03.2010 | 25 March 2010    | Euronext Paris |
| Vivendi S.A.<br>(ISIN FR0000127771)                     | FR0010767533 | 1     | 20.50               | 20.50                 | 15.00          | 20.50                | 05.06.2009 - 17.12.2009 | 28 December 2009 | Euronext Paris |
| Vivendi S.A.<br>(ISIN FR0000127771)                     | FR0010767541 | 1     | 22.50               | 22.50                 | 14.50          | 22.50                | 05.06.2009 - 17.06.2010 | 24 June 2010     | Euronext Paris |
| Electricité De France (EDF) S.A.<br>(ISIN FR0010242511) | FR0010767558 | 1     | 45.00               | 45.00                 | 28.50          | 45.00                | 05.06.2009 - 18.03.2010 | 25 March 2010    | Euronext Paris |

### § 3 (REDEMPTION)

- (1) Subject to § 5, each Certificate will be redeemed on the Redemption Date.
- (2) Subject to paragraph (3) each Certificate shall be redeemed by the payment of an amount in the Issue Currency (rounded, if necessary, to the next Eurocent (EUR 0.01) with EUR 0.005 rounded upwards) (the "**Redemption Amount**") which shall be equal to (i) the Reference Price B of the Share on the Valuation Date multiplied with (ii) the Ratio.

The Redemption Amount, however, will not exceed the Maximum Amount.

- (3) Subject to the provisions paragraph (2) above, each Certificate shall be redeemed by the payment of the Fixed Amount, if
  - (a) during the Monitoring Period the Reference Price A has never been equal to or below the Barrier and
  - (b) the Reference Price B on the Valuation Date is below the Bonus Barrier.

### § 4 (ADJUSTMENTS)

- (1) If an Adjustment Event or an Extraordinary Event (both as defined below) has occurred, the Issuer is entitled to make adjustments to the Terms and Conditions taking into consideration the provisions set forth hereinafter. If an Extraordinary Event has occurred, the Issuer may (instead of an adjustment) terminate the Certificates prematurely in accordance with § 5 paragraph (2).

In making adjustments to the Terms and Conditions, the Calculation Agent is entitled, but not obligated, to take into consideration the adjustments made to option or futures contracts relating to the Share that are traded at the Related Exchange (as defined below). In the event that option or futures contracts relating to the Share are not traded at the Related Exchange, the Calculation Agent is entitled, but not obligated, to take into consideration the manner in which adjustments would be made by the Related Exchange if such option or futures contracts were traded at the Related Exchange.

If the Calculation Agent makes adjustments without taking into consideration the manner in which adjustments are or would be made by the Related Exchange, the Calculation Agent shall make the adjustments in its reasonable discretion (§ 315 of the German Civil Code). Any of the before-mentioned adjustments may, among others, relate to the Ratio, the Barrier and the Bonus Barrier and may result in the Share being replaced by other securities, a basket of securities and/or cash, and/or may result in another stock exchange being determined as the Exchange. However, the Calculation Agent is also entitled to make other adjustments taking into consideration the before-mentioned principles.

Adjustments take effect as from the date determined by the Calculation Agent, provided that (in case the Issuer takes into consideration the manner in which adjustments are or would be made by the Related Exchange) the Calculation Agent shall take into consideration the date at which such adjustments take effect or would take effect at the Related Exchange if such option or futures contracts were traded at the Related Exchange. Adjustments as well as the effective date shall be notified by the Issuer in accordance with § 12. However, the Calculation Agent is not obligated to make an adjustment.

Adjustments pursuant to this paragraph are, in the absence of a manifest error, binding on all parties.

(8) "**Adjustment Event**" means:

- (a) any of the following actions taken by the Company: capital increases through issuance of new shares against capital contribution and issuance of subscription rights to the shareholders, capital increases out of the Company's reserves, issuance of securities with option or conversion rights related to the Share, distributions of extraordinary dividends, stock splits or any other split, consolidation or alteration of category (as long as this does not constitute a merger);
- (b) a spin-off of a part of the Company in such a way that a new independent entity is formed, or that the spun-off part of the Company is absorbed by another entity;
- (c) the adjustment of option or futures contracts relating to the Share at the Related Exchange or the announcement of such adjustment; or
- (d) any other adjustment event being economically comparable to the before-mentioned events with regard to their effects.

(9) "**Extraordinary Event**" means any of the following events:

- (a) a takeover-bid, i.e. an offer to take over or to swap or any other offer or any other act of an individual person or a legal entity that results in the individual person or legal entity buying, otherwise acquiring or obtaining a right to buy more than 10% of the outstanding shares of the Company as a consequence of a conversion or otherwise, as determined by the Calculation Agent based on notifications to the competent authorities or on other information determined as relevant by the Calculation Agent;
- (b) the termination of trading in, or early settlement of, option or futures contracts relating to the Share at the Related Exchange or the announcement of such termination or early settlement;
- (c) the becoming known of the intention of the Company or of the Exchange to terminate the listing of the Share at the Exchange due to a merger by absorption or by creation, a change of legal form into a company without shares or any other reason;



- (d) the termination of the listing of the Share at the Exchange or the announcement of the Exchange that the listing of the Share at the Exchange will terminate immediately or at a later date and that the Share will not be admitted, traded or listed at any other exchange, trading system or quotation system immediately following the termination of the listing;
- (e) the Issuer and/or its affiliates (§ 15 of the German Stock Corporation Act) are, even following economically reasonable efforts, not in the position (i) to enter, re-enter, replace, maintain, liquidate, acquire or dispose of any transactions or investments that the Issuer considers necessary to hedge its risks resulting from the assumption and performance of its obligations under the Certificates or (ii) to realize, regain or transfer the proceeds resulting from such transactions or investments;
- (f) a procedure by way of which all shares or the substantial assets of the Company need to be nationalized or expropriated or otherwise transferred to public agencies, authorities or organizations;
- (g) the application for insolvency proceedings or for comparable proceedings with regard to the assets of the Company according to the applicable law of the Company; or
- (h) any other event being economically comparable to the before-mentioned events with regard to their effects.

## § 5

### (EARLY REDEMPTION, REPURCHASE OF CERTIFICATES)

- (1) Except as provided in § 5 paragraph (2), the Issuer shall not be entitled to redeem the Certificates prior to the Redemption Date.
- (2) If an Extraordinary Event (as defined in § 4) has occurred, the Issuer is entitled, but not obligated, (instead of an adjustment in accordance with § 4) to redeem the Certificates prematurely by giving notice in accordance with § 12 seven Payment Business Days prior the Early Redemption Date. If the Certificates are called for redemption due to an Extraordinary Event, they shall be redeemed at the early redemption amount (the "**Early Redemption Amount**") which shall be calculated by the Issuer in its reasonable discretion (§ 315 of the German Civil Code) as the fair market value of the Certificates at the date as determined by the Issuer in the notification of the termination (the "**Early Redemption Date**"). The rights arising from the Certificates will terminate upon the payment of the Early Redemption Amount.
- (3) The Issuer may at any time purchase Certificates in the market or otherwise. Certificates repurchased by or on behalf of the Issuer may be held by the Issuer, re-issued, resold or surrendered to the Principal Paying Agent for cancellation.

## § 6

### (PAYMENTS)

- (1) The Issuer irrevocably undertakes to pay in the Issue Currency, as and when due, all amounts payable pursuant to these Terms and Conditions.
- (2) Payments of all amounts payable pursuant to the Terms and Conditions will be made against presentation, and in the case of the last payment, against surrender of the Global Certificate to the Principal Paying Agent for transfer to the Clearing System or pursuant to the Clearing System's instruction for credit to the relevant accountholders of the Clearing System. Payment to the Clearing System or pursuant to the Clearing

System's instruction shall release the Issuer from its payment obligations under the Certificates in the amount of such payment.

- (3) If any payment with respect to a Certificate is to be effected on a day other than a Payment Business Day, payment shall be effected on the next following Payment Business Day. In this case, the relevant Certificateholder shall neither be entitled to any payment claim nor to any interest claim or other compensation with respect to such delay.
- (4) All payments are subject in all cases to any applicable fiscal or other laws, regulations and directives.
- (5) The Issuer may deposit with the Amtsgericht, Frankfurt am Main, payments not claimed by Certificateholders within 12 months after its respective due date, even though the respective Certificateholders may not be in default of acceptance. If and to the extent that the deposit is made under waiver of the right of withdrawal, the respective claims of the respective Certificateholders against the Issuer shall cease.

## **§ 7 (TAXES)**

All present and future taxes, fees or other duties in connection with the Certificates shall be borne and paid by the Certificateholders. The Issuer is entitled to withhold from payments to be made under the Certificates any taxes, fees and/or duties payable by the Certificateholder in accordance with the previous sentence.

## **§ 8 (PRESENTATION PERIODS, PRESCRIPTION)**

The period for presentation of the Certificates (§ 801, paragraph 1, sentence 1 of the German Civil Code) shall be ten years and the period of limitation for claims under the Certificates presented during the period for presentation shall be two years calculated from the expiry of the relevant presentation period.

## **§ 9 (STATUS)**

The obligations under the Certificates constitute direct, unconditional and unsecured obligations of the Issuer and rank at least pari passu with all other unsecured and unsubordinated obligations of the Issuer (save for such exceptions as may exist from time to time under applicable law).

## **§ 10 (AGENTS)**

- (1) BNP Paribas Securities Services, 25 Quai Panhard et Levassor, 75013 Paris, France shall be the "**Principal Paying Agent**". The Issuer shall procure that there will at all times be a Principal Paying Agent. The Issuer is entitled to appoint other banks of international standing as additional paying agents (each, a "**Paying Agent**"; the Principal Paying Agent and any additional Paying Agent together the "**Paying Agents**"). Furthermore, the Issuer is entitled to terminate the appointment of the Principal Paying Agent as well as of individual Paying Agents. In the event of such termination or such bank being unable or unwilling to continue to act as Principal Paying Agent or Paying Agent, the Issuer shall appoint another bank of international standing as Principal Paying Agent or Paying Agent. Such appointment or termination shall be published without undue delay in accordance with § 12.

- (2) Commerzbank Aktiengesellschaft, Main Office, Kaiserplatz, 60261 Frankfurt am Main, Federal Republic of Germany shall be the "**Calculation Agent**". The Issuer shall procure that as long as determinations have to be made in accordance with these Terms and Conditions there shall at all times be a Calculation Agent. The Issuer reserves the right at any time to terminate the appointment of the Calculation Agent. In the event of such termination or of the appointed office of any such bank being unable or unwilling to continue to act as Calculation Agent (as the case may be) the Issuer shall appoint an appropriate office of another leading bank to act Calculation Agent. The appointment of another Calculation Agent shall be published without delay by the Issuer in accordance with § 12.
- (3) The Paying Agents and the Calculation Agent shall be held responsible for giving, failing to give, or accepting a declaration, or for acting or failing to act, only if, and insofar as, they fail to act with the diligence of a conscientious businessman. All determinations and calculations made by the Principal Paying Agent / Paying Agents and the Calculation Agent shall be made in conjunction with the Issuer and shall, in the absence of manifest error, be conclusive in all respects and binding upon the Issuer and all Certificateholders.
- (4) The Paying Agents and the Calculation Agent acting in such capacity, act only as agents of the Issuer. There is no agency or fiduciary relationship between the Paying Agents and the Calculation Agent on the one hand and the Certificateholders on the other hand. The Paying Agents and the Calculation Agent are hereby granted exemption from the restrictions of § 181 of the German Civil Code and any similar restrictions of the applicable laws of any other country.

#### § 11

#### (SUBSTITUTION OF ISSUER, BRANCH DESIGNATION)

- (1) Any other company may assume at any time during the life of the Certificates, subject to § 11 paragraph (4), without the Certificateholders' consent upon notice by the Issuer given through publication in accordance with § 12, all the obligations of the Issuer under these Terms and Conditions.
- (2) Upon any such substitution, such substitute company (hereinafter called the "**New Issuer**") shall succeed to, and be substituted for, and may exercise every right and power of, the Issuer under these Terms and Conditions with the same effect as if the New Issuer had been named as the Issuer herein; the Issuer (and, in the case of a repeated application of this § 11, each previous New Issuer) shall be released from its obligations hereunder and from its liability as obligor under the Certificates.
- (3) In the event of such substitution, any reference in these Terms and Conditions (except for this § 11) to the "Issuer" shall from then on be deemed to refer to the New Issuer and any reference to the country of the corporate seat of the Issuer which is to be substituted (except for the references in § 13 to the Federal Republic of Germany) shall be deemed to refer to the country of the corporate seat of the New Issuer and the country under the laws of which it is organised.
- (4) No such assumption shall be permitted unless
  - (a) the New Issuer has agreed to indemnify and hold harmless each Certificateholder against any tax, duty, assessment or governmental charge imposed on such Certificateholder in respect of such substitution;
  - (b) the Issuer (in this capacity referred to as the "**Guarantor**") has unconditionally and irrevocably guaranteed to the Certificateholders compliance by the New Issuer with all payment obligations assumed by it under guarantee terms usually given by the Guarantor with respect to note issues by any of its finance

companies and the text of this guarantee has been published in accordance with § 12; and

- (c) the New Issuer and the Guarantor have obtained all governmental authorisations, approvals, consents and permissions necessary in the jurisdictions in which the Guarantor and/or the New Issuer are domiciled or the country under the laws of which they are organised.
- (5) Upon any substitution of the Issuer for a New Issuer, this § 11 shall apply again.
- (6) The Issuer may at any time, designate by publication in accordance with § 12 any branch (Betriebsstätte) of the Issuer outside the Federal Republic of Germany as the branch (Betriebsstätte) primarily responsible for the due and punctual payment in respect of the Certificates then outstanding and the performance of all of the Issuer's other obligations under the Certificates then outstanding.

Paragraphs (4) (c) and (5) of this § 11 shall apply mutatis mutandis to such designation.

## **§ 12 (NOTICES)**

Notices relating to the Certificates shall be published on the internet page [www.warrants.commerzbank.com](http://www.warrants.commerzbank.com) (or on another internet page notified at least six weeks in advance by the Issuer in accordance with this § 12) and shall be deemed to be effective upon such publication unless such publication gives another effective date. If applicable law or regulations of the stock exchange on which the Certificates are listed require a notification in another manner, notices shall also be given in the manner so required.

## **§ 13 (AVAILABLE INFORMATION)**

Commerzbank hereby undertakes to furnish upon the request of a Certificateholder or the holder of any beneficial interest in a Certificate, upon the request of such holder or to a prospective purchaser designated by such holder or beneficial owner, the information required to be delivered under Rule 144A(d)(4) under the U.S. Securities Act of 1933, as amended if, at the time of the request, Commerzbank is neither a reporting company under Section 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended ("**U.S. Exchange Act**"), nor exempt from reporting pursuant to Rule 12g3-2(b) under the U.S. Exchange Act.

## **§ 14 (FINAL CLAUSES)**

- (1) The form and content of the Certificates and the rights and duties of the Certificateholders, the Issuer, the Calculation Agent and the Paying Agents shall in all respects be governed by the laws of the Federal Republic of Germany.
- (2) The Issuer shall be entitled without the consent of the Certificateholders (a) to correct obvious typing, calculation or other errors and (b) to amend or supplement contradictory or incomplete provisions contained in the Terms and Conditions, provided that in the cases of (b) only such amendments and supplements shall be permitted if such amendments or supplements, having regard to the interests of the Issuer, are reasonably acceptable for the Certificateholders, i.e. that do not adversely affect the financial situation of the Certificateholders materially. Amendments or supplements of these Terms and Conditions have to be notified without delay in accordance with § 12.

- (3) Should any provision of these Terms and Conditions be or become void in whole or in part, the other provisions shall remain in force. Void provisions shall be replaced in accordance with the meaning and purpose of these Terms and Conditions.
- (4) Place of performance is Frankfurt am Main, Federal Republic of Germany.
- (5) Place of jurisdiction shall be Frankfurt am Main, Federal Republic of Germany.
- (6) The courts of the Federal Republic of Germany shall have exclusive jurisdiction over the annulment of lost or destroyed Certificates.
- (7) The English version of these Terms and Conditions shall be binding. Any translation is for convenience only.

Frankfurt am Main  
June 5, 2009

**COMMERZBANK**  
AKTIENGESELLSCHAFT