



11.50% Commerzbank Memory Coupon Note Eurostoxx 50 2016 - 2021

Final Termsheet

Issuer:	Commerzbank AG (Moody's Baa1 / S&P BBB+ / Fitch BBB+)
Lead Manager:	Commerzbank AG
Type of Security:	Notes issued under the Notes and Certificates Programme of Commerzbank AG dated 19 June 2015 (the 'Programme'). The Programme does not constitute a prospectus for the purposes of article 5.4 of the Prospectus Directive.
Distribution:	Public Offering
Trade Date:	26 May 2016
Strike Date:	26 May 2016
Payment Date:	09 June 2016
Final Observation Date:	26 May 2021
Final Redemption Date:	09 June 2021

Underlying	Bloomberg	ISIN	Initial Spot Price
Euro Stoxx 50 Pr	SX5E Index	EU0009658145	EUR 3,071.2100

Initial Spot Price:	Official Closing Price of the Underlying on the Strike Date	
European Barrier Level:	65% of the Official Closing Price of the Underlying on the Strike Date	
Issue Price:	100%	
Currency:	EUR	
Nominal Amount (NA):	Up to EUR 10,000,000	
Denomination:	EUR 1,000	
Early Observation Date	Early Redemption Date	Coupon
26 May 2017	09 June 2017	11.5%
28 May 2018	11 June 2018	23.0%
27 May 2019	10 June 2019	34.5%
26 May 2020	09 June 2020	46.0%
Call Trigger:	100% of the initial spot price of the Underlying	

Early Redemption: If the official closing level of the Underlying on any Early Observation Date is greater than or equal to its relevant Call Trigger then the note will be early redeemed and the note holder will receive the following amount on the immediately following Early Redemption Date:
Denomination * (100% + Coupon)

Redemption at Maturity : Unless redeemed earlier, the note holder will receive on the Final Redemption Date:
 A) If the Official Closing Level of the Underlying at the Final Observation Date is at or above 100% of its Initial Spot Price:
Denomination * 157.5%
 B) If the Official Closing Level of the Underlying at the Final Observation Date is below 100% of its Initial Spot Price, and greater than or equal to 65% of its Initial Spot Price:
Denomination * 100%
 C) Otherwise, the holder will receive the following amount:
Denomination * P / (100% * Pi)
 Where:
 P = Official Closing Level of the Underlying on the relevant Observation Date
 Pi = Initial Spot Price of the Underlying on the relevant Observation Date

ISIN:	DE000CB0GAB9
WKN:	CB0GAB
Telekurs Code:	32734615
Common Code:	142667865
Series:	N8177
Business Day Convention for Equity Fixings:	Following
Business Days for Equity Fixings:	EURO Zone
Business Day Convention for Equity	Following

Payments:**Business Days for Equity Payments:** TARGET**Listing:**

None

Settlement:

Clearstream Frankfurt

Calculation Agent:

Commerzbank AG

EU Savings Tax:

Out of Scope/Code 7

TEFRA Rule:

TEFRA C

Investment Fund Qualification:

The securities as described in this Term Sheet (the "Securities") do not constitute a participation in any collective investment scheme in the meaning of the Swiss Federal Act on Collective Investment Schemes (the "CISA"). Accordingly, neither the Securities nor holders of the Securities benefit from protection under the Swiss Federal Act on Collective Investment Schemes or supervision by the Swiss Financial Market Supervisory Authority.

Risk Disclosure:

Should the barrier be reached during the life of the Product, the Note holder bears the full downside risk of the underlying share; during the life of the Product, the price of the Note may also be adversely affected by rising interest rates or volatility; The investor is also exposed to the credit risk of the Issuer.

Change in Law:

Applicable

Internal Reference:

CLL2480

Contact:

Willem Jan van Hulst, +44 20 74753932, WillemJan.vanHulst@commerzbank.com

Disclaimers**Product Category 2**

The product category indicates the payoff risk associated with this security as explained in the table below. This rating is for information only, and is intended to provide clients with a consistent means to understand and compare payoff associated with our products.

Category	Explanation
1 Fully Capital Protected	Potential loss to investor is limited to potential gains, but initial capital is not at risk.
2 Soft Protected	Capital or coupon or both are protected until protection disappears due to the occurrence of a pre-defined market event.
3 Partially protected	A pre-agreed proportion of capital or coupon or both are either protected from the start or protection becomes effective on the occurrence of a pre-defined market event.
4 Not capital protected	Investor may lose potential gains and initial capital.

When specified, the terms "guaranteed" and "protected" are subject to the credit worthiness and solvency of Commerzbank and although financially strong there is the possibility that returns may not be met in the unlikely event of a Commerzbank failure.

Before investing in this product, clients should carefully consider the following additional risks:

- The credit risk of the issuer.
- Various market factors that may affect the value of the investment or the underlying assets, including but not limited to the impact of exchange rate volatility.
- The risk that the investment redeems prior to maturity at a time when reinvestment opportunities are not as favourable for the investor.
- The risk that the investor may receive substantially less than 100% of the Principal Amount if they wish to liquidate the investment prior to maturity or, unless the product is capital guaranteed, at maturity.

This term sheet has been prepared by Commerzbank Corporates & Markets, which is the trading and investment banking division of Commerzbank Aktiengesellschaft ("Commerzbank"). This term sheet is for discussion purposes only, and all matters arising from it will be governed by English law unless expressly agreed otherwise. It should not be construed as a solicitation, offer or commitment by Commerzbank or any of its affiliates to enter into a transaction, nor does it attempt to describe all the relevant terms of the transaction referred to in it. Instead, it is intended to outline certain basic points of business understanding around which a transaction could be structured. Since any terms quoted are indicative they are subject to change at any time without notice. Numerous assumptions have been made in the preparation of this term sheet and no assurance can be given as to its accuracy and/or completeness. Any subsequent offer by Commerzbank or any of its affiliates to enter into a transaction will be made on the terms, and will be subject to the conditions, specified by it.

If a transaction is entered into, its terms will be found entirely in the final documentation; this term sheet may not be used to construe such terms and will be superseded in its entirety by the final documentation to the exclusion of all prior written and oral communications. This term sheet should not, therefore, be regarded as containing any representations concerning the content of such terms or any other matter. Accordingly neither Commerzbank nor any of its affiliates assumes any responsibility for the contents of this term sheet, or for any written or oral communications in connection with it (or any prospective transaction), regardless of any negligence on their part. This does not, however, exclude any liability that may arise under the Financial Services and Markets Act 2000.

Recipients of this term sheet should undertake an independent review of the legal, tax, regulatory and accounting implications of the transaction referred to in it in order to determine the suitability of the transaction described in this term sheet in the light of their particular objectives. Commerzbank may have arranged to pay an introducing fee or other remuneration to a third party in relation to this transaction or service provided to you. Details of third party and amount paid will be made available on request by Professional clients of Commerzbank (Mifid classification). Commerzbank (or any affiliate which offers to enter to a transaction) is solely an arm's length contractual counterparty. It is not acting as an adviser or fiduciary, and neither this term sheet nor any communications from it should be treated as constituting financial, investment or other advice of any kind, or as a recommendation to enter into any transaction. No employee or agent of Commerzbank or any of its affiliates has authority to give any advice or (except as expressly

set out in the final documentation for any transaction) make any representations on its behalf in connection with this term sheet or any prospective transaction.

·Commerzbank and its affiliates may have material interests that conflict with the interests of the recipient of this term sheet. For example, they may be dealing as a principal in any investments which are the subject of the transaction referred to in it and may have a long or short position in connection with such dealing. They may also be providing services to other persons in connection with these investments, may be acting as an underwriter in respect of them and/or may be acting as financial adviser or lending banker to the issuer of them. In connection with these activities, they may hold material information but will be under no obligation to take it into account or make it available to any person.

·Commerzbank proposes to issue the above Securities. The Securities are intended to be publicly offered in The Netherlands as of the first day of the Subscription Period. The Base Prospectus of Commerzbank as well as the Final Terms containing the exclusively legally binding Terms and Conditions of the issue of the Securities are available free of charge at Commerzbank and on website www.commerzbank.com.

·The requirements for a public offer in a Member State of the European Economic Area (other than The Netherlands) or in any other country are not fulfilled. Consequently, the Securities may - with the exception of The Netherlands - not be offered to the public in any of the Member States of the European Economic Area or in any other country. No action has been taken or will be taken by the Issuer that would permit a public offering of the Securities or possession or distribution of any offering material in relation to the Securities in any jurisdiction where action for that purpose is required. No offers, sales or deliveries of any Securities, or distribution of any offering material relating to the Securities, may be made in or from any jurisdiction except in circumstances that would result in compliance with any applicable laws and regulations and would not impose any obligation on the Issuer.

·United States: This security described herein will not be registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any transaction by U.S. persons must be effected with Commerzbank Capital Markets Corp. ("CCMC"), a U.S. registered broker-dealer and a member of NASD and SIPC. The U.S. Federal income tax consequences of certain investments are uncertain as there is no legal authority as to their proper characterization for U.S. Federal income tax purposes. Prospective investors should consult their tax advisors as to the Federal, state, local and other tax consequences to the purchase, ownership and disposition of investment products.

·Copyright © Commerzbank 2016. All rights reserved.