

COMMERZBANK AKTIENGESELLSCHAFT

Frankfurt am Main · Federal Republic of Germany

Sixth Supplement to the Registration Document dated December 12, 2012

pursuant to Article 16 paragraph 1 and 3, Article 9 paragraph 4 and Article 12
paragraph 1 sentence 3 of the German Securities Prospectus Act
(*Wertpapierprospektgesetz*)

This sixth supplement to the Registration Document dated December 12, 2012 (the "**Sixth Supplement**") constitutes a supplement for the purposes of *Article 16 of the German Securities Prospectus Act (Wertpapierprospektgesetz, WpPG)* and is prepared in connection with the Registration Document of COMMERZBANK Aktiengesellschaft ("**Commerzbank Aktiengesellschaft**", "**Commerzbank**", the "**Issuer**" or the "**Bank**", together with its consolidated subsidiaries and affiliated companies "**Commerzbank Group**" or the "**Group**"). Unless otherwise defined herein, expressions defined in the Registration Document dated December 12, 2012 (the "**Registration Document**") shall have the same meaning when used in this Sixth Supplement.

This Sixth Supplement is supplemental to, and should be read in conjunction with, the Registration Document and the supplements thereto dated December 20, 2012, February 22, 2013, April 5, 2013, April 30, 2013 and June 7, 2013 (the "**Supplements**").

This Sixth Supplement is available for viewing in electronic form together with the Registration Document and the Supplements thereto at the website of Commerzbank Aktiengesellschaft www.commerzbank.com) and copies may be obtained from Commerzbank Aktiengesellschaft, Kaiserstraße 16 (Kaiserplatz), D-60311 Frankfurt am Main.

Investors, who have already agreed to purchase or subscribe for the securities before this Sixth Supplement is published, have the right, exercisable within two working days after the publication of this Sixth Supplement, to withdraw their acceptances, provided that the new factor arose before the final closing of the offer to the public and the delivery of the securities.

The withdrawal must be addressed to the vendor of the securities. If Commerzbank Aktiengesellschaft was the counterparty in the purchase, the withdrawal shall be addressed to Commerzbank Aktiengesellschaft, GS-MO 3.1.7 New Issues Bonds, Kaiserstraße 16 (Kaiserplatz), 60311 Frankfurt am Main, Federal Republic of Germany.

On August 8, 2013 the Interim Report of the Commerzbank Group as at June 30, 2013 was published.

Therefore, the following amendments to the Registration Document shall be made:

In section "D. DESCRIPTION OF COMMERZBANK" sub-section "**Major Shareholders**" on page 61 of the Registration Document shall be deleted and replaced by the following:

Major Shareholders

Based on the shareholder notifications pursuant to section 21 et seq. of the German Securities Trading Act (*Wertpapierhandelsgesetz*) that Commerzbank has received, the following shareholders hold more than 3% of Commerzbank's ordinary shares:

Shareholder	Percentage of Voting rights⁽¹⁾ (in %)
Financial Market Stabilization Fund (<i>Finanzmarktstabilisierungsfonds</i>) (SoFFin).....	17.15
BlackRock Group.....	5.23
The Capital Group Companies, Inc.	5.06 ⁽²⁾

⁽¹⁾ Based on the most recent voting rights notifications dated May 28, 2013 (SoFFin), July 25, 2013 (The Capital Group Companies) and August 15, 2013 (BlackRock).

⁽²⁾ Attributed via Capital Research and Management Company and of which 4.62% are held via EuroPacific Growth Fund.

Commerzbank has not submitted its management to any other company or person, for example on the basis of a domination agreement, nor is it controlled by any other company or any other person within the meaning of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*).

In section "D. DESCRIPTION OF COMMERZBANK" sub-section "**Interim Financial Information**" on page 62 of the Registration Document shall be deleted and replaced by the following:

Interim Financial Information

The Commerzbank Group's interim report as at June 30, 2013 (reviewed) is incorporated by reference into, and forms part of, this Base Prospectus (see "Documents Incorporated by Reference").

In section "D. DESCRIPTION OF COMMERZBANK" sub-section "**Auditors**" on page 62 of the Registration Document shall be deleted and replaced by the following:

Auditors

The Bank's auditors are PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft ("**PwC**"), Friedrich-Ebert-Anlage 35-37, 60327 Frankfurt am Main, Germany. PwC has audited the consolidated financial statements for the 2011 and 2012 financial years, which were prepared in accordance with the International Financial Report Standards as adopted by the EU ("**IFRS**") and the additional accounting requirements under Section 315a(1) of the German Commercial Code (HGB), and has also audited the annual financial statements for the 2012 financial year, which were prepared in accordance with German generally accepted accounting principles and issued an unqualified auditors' report in each case. Furthermore, PwC has subjected Commerzbank's condensed consolidated interim financial statements as at June 30, 2013 to an auditor's review and issued a review report. PwC is a member of the German *Wirtschaftsprüferkammer* (Chamber of Public Accountants).

In section "D. DESCRIPTION OF COMMERZBANK" sub-section "**Recent developments and outlook**" on pages 76 and 77 of the Registration Document shall be deleted and replaced by the following:

Recent developments and outlook

In November 2012 Commerzbank published its strategic and financial goals until 2016. Thus

Commerzbank plans to adapt its business model to the changing framework conditions in the financial industry in the coming years. In the framework of its strategic agenda for the period to 2016, Commerzbank intends to invest more than EUR 2.0 billion in the earnings power of its core business in the segments Private Customers, Mittelstandsbank, Corporates & Markets and Central & Eastern Europe. Furthermore, costs shall be kept stable and the capital base shall be further optimised by implementing additional efficiency measures.

As part of its implementation of the strategic agenda, Commerzbank is to eliminate around 5,200 full-time posts by 2016, of which 800 full-time posts are in the Non-Core Assets segment, 500 full-time posts are being cut abroad and in the German subsidiaries as well as other 3,900 full-time posts at Commerzbank Group in Germany. As announced in February 2013, of these 1,800 full-time posts are in the Private Customer business.

On March 13, 2013 Commerzbank announced that it is planning an early repayment in full of the silent participations of the Financial Market Stabilization Fund (SoFFin) of about EUR 1.6 billion and Allianz of EUR 750 million. To this end, a reduction of the share capital by way of redemption of 7 shares to EUR 5,829,513,850.00 to ensure a round number of the share capital as well as a normal reduction of the share capital through the consolidation of shares in a ratio of 10:1 was implemented in a first step, which was registered in the commercial register of the Local court of Frankfurt am Main on April 22, 2013.

In a further step, the Board of Managing Directors of Commerzbank resolved on May 14, 2013 with the consent of the Supervisory Board on the implementation of a capital increase which was registered in the commercial register of the Local Court of Frankfurt am Main on May 28, 2013. A total of 555,555,556 new shares were issued at a subscription price of EUR 4.50 per share. The silent participations of SoFFin and Allianz were fully repaid on May 31, 2013.

At the end of May 2013, Commerzbank founded a stand-alone restructuring platform for ships, called "Hanseatic Ship Asset Management GmbH". The aim of the company, which is based in Hamburg, is to assist with managing the ship finance portfolio while preserving value.

In mid-July 2013 Commerzbank signed an agreement regarding the sale of its commercial real estate portfolio in the United Kingdom to a consortium. The transaction covers commercial real estate loans totalling EUR 5.0 billion, including the associated interest rate and currency hedging derivatives as well as the entire operating business of Hypothekbank Frankfurt in the UK. This transaction, which transfers the risk completely to the purchasers, means that Commerzbank will reach its original reduction target of EUR 93 billion in the Non-Core Assets segment sooner than planned.

At the end of July 2013 Commerzbank reached an agreement with BNP Paribas regarding the sale of its "Depotbank" business. In the course of the transaction the customer relationships are being transferred to BNP Paribas. This transaction is still subject to the approval of the relevant supervisory authorities. The custody business for customers of Commerzbank, which provides a comprehensive custody service for the Bank's private, business and corporate customers as well as for institutional investors, and forms part of Commerzbank's core business, is not affected by the deal.

At its meeting dated August 7, 2013, the Supervisory Board of Commerzbank decided to reduce the Board of Managing Directors from nine members to seven in the foreseeable future. The reduction in size of the Board of Managing Directors is a consequence of the Group strategy adopted by the Board of Managing Directors in November 2012. Part of this strategy is a further significant reduction in costs, and thus also job cuts.

Save as disclosed in this section, there has been no material adverse change in the prospects of the Commerzbank Group since December 31, 2012.

Save as disclosed in this section, no significant change in the financial position of the Commerzbank Group has occurred since June 30, 2013.

Section "E. DOCUMENTS ON DISPLAY" on page 78 of the Registration Document shall be deleted and replaced by the following:

E. DOCUMENTS ON DISPLAY

This Registration Document and supplements thereto (if any) is available for viewing in electronic form

at the website of Commerzbank Aktiengesellschaft (www.commerzbank.com) and copies may be obtained from Commerzbank Aktiengesellschaft, Kaiserstraße 16 (Kaiserplatz), D-60311 Frankfurt am Main.

Furthermore, for the period of twelve months from the date of approval of this Registration Document copies of the following documents are available for inspection at the specified office of the Issuer and for viewing in electronic form on the website www.commerzbank.com:

- the Articles of Association of the Issuer;
- the Financial Statements and Management Report of Commerzbank Aktiengesellschaft for the financial year 2012;
- the Annual Reports of the Commerzbank Group for the financial years 2011 and 2012; and
- the Interim Report of the Commerzbank Group as at June 30, 2013.

In section "F. DOCUMENTS INCORPORATED BY REFERENCE" on page 79 of the Registration Document" the table referring to the Commerzbank Group Interim Report as at March 31, 2013, added after page F-418 shall be deleted and replaced by the following:

The Interim Report of the Commerzbank Group as at June 30, 2013 (reviewed) which has been filed with the *Commission de Surveillance du Secteur Financier* shall be incorporated in, and form part of, this Registration Document:

Commerzbank Group Interim Report as at 30 June 2013
(English version)

Interim management report	p. 8 – p. 29
Interim risk report	p. 30 – p. 52
Interim Financial Statements	
Statement of comprehensive income	p. 54 – p. 58
Balance sheet	p. 59 – p. 60
Statement of changes in equity	p. 61 – p. 64
Cash flow statement (condensed version)	p. 65
Selected notes	p. 66 – p. 109
Review report	p. 110
Disclaimer (reservation regarding forward-looking statements)	p. 111

Frankfurt am Main, August 20, 2013

COMMERZBANK
AKTIENGESELLSCHAFT

by: Rothmund

by: Gerhardt