

COMMERZBANK

3 Years RCB on GGB in USD

Final Terms and Conditions as of 23 July 2009

Issuer: Commerzbank AG
Rating: Aa3(Moody's)/A(S&P)
Lead Manager: Commerzbank AG
Type: Note issued under the Notes/Certificates programme of the issuer
Distribution: Private Placement
Country of Distribution: Switzerland

Underlying: GERDAU SA -SPON ADR, (Bloomberg: GGB UN Equity, ISIN: US3737371050)

Trade Date: 23 July 2009
Strike Date: 23 July 2009
Payment Date: 29 July 2009
Valuation Date: 23 July 2012
Redemption Date: 30 July 2012

Issue Price: 100%
Currency: USD
Nominal Amount: USD 2,000,000
Denominations: USD 1,000
Strike Price: USD 11.76 (100% of Initial Spot Price)
Initial Spot Price: USD 11.76
Barrier: USD 9.408 (80% of Initial Spot Price)
Coupon: 10% p.a. paid on 29 July 2010, 29 July 2011, 30 July 2012

Redemption at Maturity:

On the Redemption Date holders will receive:

If the closing price of the Underlying on the Final Valuation Date is greater than or equal to the relevant Barrier
Denomination * 100%

OR

If the closing price of the Underlying on the New York Stock Exchange on the Valuation Date is below its Barrier, the holder will receive a number of shares of the Underlying equal to:

$$\text{Denomination} * \frac{1}{100\% * WP_k}$$

Where:

WP_k means the initial Spot Price of the Underlying

Day Count Basis: Actual/Actual(ISDA)
Business Day For Payments: New York
Business Day Convention: Following Business Day (Unadjusted)
ISIN: XS0442667332
WKN: CZ29YS / A3812
Telekurs Code: CH10396792
Settlement: Euroclear/Clearstream
Listing: None
Calculation Agent: Commerzbank AG
EU Savings Tax Classification: In Scope / Code 6
Secondary Market: On the secondary market, traded prices will not include any accrued interest ("clean prices").
TEFRA Rule: TEFRA D
End of TEFRA D Period: 07 September 2009

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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.

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 Federal Banking Commission.
Risk Disclosure:	Should the barrier be reached on the Valuation Date 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.
Tax consideration CH:	Swiss tax residents will be taxed on the money market component of the coupon equals 2% p.a.; the option component (8.000% p.a.) and any capital gain being tax-free.
Product Category:2	Soft Protected: Capital or coupon or both are protected until protection disappears due to the occurrence of a pre-defined market event

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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.