

**Reverse Convertible Bond on CITIGROUP INC**
*Final Terms and Conditions as of Wednesday December 16, 2009*

<b>Issuer:</b>	<b>Commerzbank AG</b>
<b>Rating:</b>	Aa3 (Moody's) / A (S&P)
<b>Lead Manager:</b>	Commerzbank AG
<b>Type of Security:</b>	Notes Issued under the Notes / Certificates programme of the issuer
<b>Distribution:</b>	Private Placement
<b>Country of Distribution:</b>	Switzerland
<b>Underlying:</b>	<b>CITIGROUP INC (Bloomberg: C UN, ISIN: US1729671016)</b>
<b>Currency:</b>	<b>USD</b>
<b>Volume:</b>	<b>USD 10,000,000</b>
<b>Denominations:</b>	<b>USD 1,000</b>
<b>Trade Date:</b>	<b>Wednesday December 16, 2009</b>
<b>Strike Date:</b>	<b>Thursday December 17, 2009</b>
<b>Payment Date:</b>	<b>Wednesday December 23, 2009</b>
<b>Valuation Date:</b>	<b>Monday February 01, 2010</b>
<b>Redemption Date:</b>	<b>Wednesday February 03, 2010</b>
<b>Coupon (annualized yield):</b>	<b>33.46% per annum (paid at maturity)</b>
<b>Strike Price:</b>	<b>USD 3.20</b>
<b>Barrier Level:</b>	<b>USD 2.56 (80% of the Strike Price)</b>
<b>Issue Price:</b>	100%
<b>Redemption Price:</b>	a) 100% <b>OR</b> b) If the closing price of the Underlying Share on the New York Stock Exchange on the Valuation Date is below the Strike Price AND the share price on the New York Stock Exchange has ever been equal to or below the Barrier Level at least once from Strike Date until Valuation Date (both inclusive), the investor will receive <b>312.5</b> shares of the Underlying (fractions will be cash settled).

<b>Business Days for Payment:</b>	<b>New York</b>
<b>Business Day Convention:</b>	Following (Unadjusted)
<b>Day Count Basis:</b>	Actual/Actual (ISDA)
<b>TEFRA Rule:</b>	<b>TEFRA C</b>
<b>ISIN:</b>	XS0475230107
<b>WKN / Series No.:</b>	CZ2 2PC / A4363
<b>Valoren:</b>	CH10838951
<b>Settlement:</b>	Euroclear/Clearstream
<b>Listing:</b>	No Listing
<b>Calculation Agent:</b>	Commerzbank AG
<b>Secondary Market:</b>	Under Normal Market conditions Commerzbank will provide the note holder with a Secondary market where Prices will be quoted with a Bid/Offer Spread of 0.5 %. Traded prices will not include any accrued interest that should be added for the settlement ("Clean Prices").
<b>Investment Fund Qualification</b>	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.
<b>Risk Disclosure :</b>	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.
<b>Tax consideration CH:</b>	Swiss tax residents will be taxed on the money market component of the coupon equals 1.00%; the option component 32.46% and any capital gain being tax-free.
<b>EU Savings Tax Classification:</b>	In Scope / Code 6

Please note that the final terms and conditions may differ from this termsheet. It is therefore important that you read the final terms when they become available on or around the Payment Date of this product on <http://pberms.commerzbank.com>. The password will be sent to you on or shortly following the trade date.

The requirements for a public offer in a Member State of the European Economic Area are not fulfilled. Consequently, the securities may not be offered to the public in any of the Member states of the European Economic Area. Please note that the final terms and conditions may differ from this termsheet. It is therefore important that you read the final terms when they become available on or around the Payment Date of this product on <http://pberms.commerzbank.com>. The password will be sent to you on or shortly following the trade date. 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. This document is not for distribution to private customers and has been issued or approved for issue in the United Kingdom by Commerzbank AG, London Branch, which is authorised by Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) and subject to limited regulation by the Financial Services Authority. Details on the extent of our regulation by the Financial Services Authority are available from us on request. 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.

**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

Please note that the final terms and conditions may differ from this termsheet. It is therefore important that you read the final terms when they become available on or around the Payment Date of this product on <http://pbterms.commerzbank.com>. The password will be sent to you on or shortly following the trade date.

The requirements for a public offer in a Member State of the European Economic Area are not fulfilled. Consequently, the securities may not be offered to the public in any of the Member states of the European Economic Area. Please note that the final terms and conditions may differ from this termsheet. It is therefore important that you read the final terms when they become available on or around the Payment Date of this product on <http://pbterms.commerzbank.com>. The password will be sent to you on or shortly following the trade date. 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. This document is not for distribution to private customers and has been issued or approved for issue in the United Kingdom by Commerzbank AG, London Branch, which is authorised by Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) and subject to limited regulation by the Financial Services Authority. Details on the extent of our regulation by the Financial Services Authority are available from us on request. 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.