

Reverse Convertible

Indicative Terms and Conditions

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

Underlying: PETROLEO BRASILEIRO S.A.-ADR, (Bloomberg: PBR UN Equity, ISIN: US71654V4086)

Trade Date: 14 May 2008
Strike Date: 14 May 2008
Payment Date: 21 May 2008
Valuation Date: 19 August 2008
Redemption Date: 21 August 2008

Issue Price: 100%
Minimum Trading Amount: USD 1,000 and incremental amounts of USD 1000 in excess thereof
Currency: USD
Nominal Amount: USD 10,000,000
Denominations: USD 1,000
Strike Price: 100% of Initial Spot Price
Initial Spot Price: USD 66.27
Barrier: USD 53.02 (80% of Initial Spot Price)
Coupon: 5.15% paid in fine

Redemption at Maturity:

On the Redemption Date holders will receive:

Denomination * 100%

If (i) the closing price of the Underlying on the Final Valuation Date is greater than or equal to the relevant Strike Level
OR (ii) the closing price of the Underlying on the Final Valuation Date is less than the relevant Strike Level but the price of the Underlying at any time on each trading day from and including 14 May 2008 to and including 19 August 2008 has always been greater than the relevant Barrier

OR

Otherwise an amount in USD equal to

$$\text{Denomination} * \frac{WP_F}{100\% * WP_K}$$

Where:

WP_K means the initial Spot Price of the Underlying
WP_F is the closing price of the Underlying on the Final Valuation Date.

Day Count Basis: Actual/Actual(ISDA)
Business Day For Payments: New York
Business Day Convention: Following Business Day (Unadjusted)
ISIN: XS0365277903
WKN: CB0 05G / A2295
Telekurs Code: CH4245388
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 C

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