

3Y Autocallable Reverse Convertible on wof (VALE UN, ITUB UN) in USD

Term Sheet – Final Conditions as of 25.07.2011

Issuer: Commerzbank AG
Lead Manager: Commerzbank AG
Type: Issued under the Structured Notes Programme of Commerzbank AG
Distribution: Private Placement
Country of Distribution: Switzerland

Underlying: CIA VALE DO RIO DOCE-ADR, (Bloomberg: VALE UN Equity, ISIN: US91912E1055)
 BANCO ITAU HOLDING FIN-ADR, (Bloomberg: ITUB UN Equity, ISIN: US4655621062)

Trade Date: 20 July 2011
Strike Date: 22 July 2011
Payment Date: 29 July 2011 (Inceasable until 26 July 2011)
Final Observation Date: 22 July 2014
Final Redemption Date: 29 July 2014, subject to Early Redemption in accordance with the provisions of Early Redemption below.

Issue Price: 100%
Currency: USD
Nominal Amount: USD 1,000,000
Denominations: USD 1,000
Initial Spot Prices: VALE UN Equity : USD 33.38
 ITUB UN Equity : USD 21.34
Barrier: 80% of Initial Spot Price
Coupon: Unless redeemed earlier, the bond holder will receive on every Redemption date, including Final Redemption Date, a guaranteed coupon of 9%.

Early Observation Dates: 23 July 2012, 22 July 2013

Early Redemption Dates: 30 July 2012 and 29 July 2013

Early Redemption:

- If the official closing level of the Least Performing Underlying on 23 July 2012 is greater than or equal to 100% of its Initial Spot Price, the bond will be early redeemed and the bond holder will receive the following amount on the immediately following Early Redemption Date:
 Denomination * 100%
- Else
- If the official closing level of the Least Performing Underlying on 22 July 2013 is greater than or equal to 100% of its Initial Spot Price, the bond will be early redeemed and the bond holder will receive the following amount on the immediately following Early Redemption Date:
 Denomination * 100%

Redemption at Maturity:

Unless redeemed earlier, the bond holder will receive on the Final Redemption Date:
 If the Least Performing Underlying closes at or above 100% of its Initial Spot Price on the Final Observation Date:
 Denomination * 100%
 If the Least Performing Underlying closes at or above 80% and below 100% of its Initial Spot Price on the final Observation Date:
 Denomination * 100%
 Otherwise a number of shares equal to

If the worst performing underlying is :	The share amount is :
VALE UN Equity	29.958
ITUB UN Equity	46.860

Calculation Agent: Commerzbank AG
Settlement: Euroclear/Clearstream
ISIN: XS0653453828

WKN: CB831F / N30
Telekurs Code/EU Tax/CH: CH13427135
TEFRA Rule: TEFRA D
End of TEFRA D Period: 04 September 2011
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

Internal reference : PRS000026151
Short Description: COBA EZ PBR 07.14
 COBA EZ BP 07.14
Long Description: Commerzbank AG ExpressZT PBR 28.07.2014
 Commerzbank AG ExpressZT BP 28.07.2014

Product Category: 2
 The product category indicates the payoff risk associated with this structured product. This rating is for information only, and is intended to provide clients with a consistent means to understand and compare payoff risk 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

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