

## Daily Range Accrual Autocall

Indicative Terms and Conditions

**Issuer:** Commerzbank AG  
**Rating:** Aa2(Moody's)/A(S&P)  
**Lead Manager:** Commerzbank AG  
**Type:** Note issued under the Notes/Certificates programme of the issuer

**Underlyings:** CIA SIDERURGICA NACL-SP ADR, (Bloomberg: **SID UN Equity**, ISIN: US20440W1053)  
 UNIBANCO-ADR, (Bloomberg: **UBB UN Equity**, ISIN: US90458E1073)  
 GERDAU SA -SPON ADR, (Bloomberg: **GGB UN Equity**, ISIN: US3737371050)

**Trade Date:** 12 May 2008  
**Strike Date:** 19 May 2008  
**Issue Date / Payment Date:** 26 May 2008  
**Final Observation Date:** 19 May 2009  
**Final Redemption Date:** 01 June 2009

**Issue Price:** 100%  
**Currency:** EUR  
**Nominal Amount:** EUR 15,000,000 (with a possibility to increase till the 19 May 2008)  
**Denominations:** EUR 1,000  
**Minimum Trading Amount:** EUR 1,000 and incremental amounts of EUR 1,000 in excess thereof

**Initial Spot Prices:** **SID UN Equity: USD 51.0100**  
**UBB UN Equity: USD 149.5000**  
**GGB UN Equity: USD 49.7200**

**Strike Price:** 100% of Initial Spot Prices  
**Coupon Barrier:** 70% of Initial Spot Prices  
**Call Trigger:** 115% of Initial Spot Prices  
**European Knock-In Barrier:** 70% of Initial Spot Prices

Underlying	Initial Spot Price	Strike Price	Coupon Barrier	Call Trigger	European Knock-in Barrier
SID UN Equity:	USD 51.0100	USD 51.0100	USD 35.7070	USD 58.6615	USD 35.7070
UBB UN Equity:	USD 149.5000	USD 149.5000	USD 104.6500	USD 171.9250	USD 104.6500
GGB UN Equity:	USD 49.7200	USD 49.7200	USD 34.8040	USD 57.1780	USD 34.8040

**Indication of Yield:** 20% p.a. maximum  
**Coupon Payment Frequency:** Monthly  
**Coupon Accrual:** Daily

**Conditional Coupons:** A Conditional Coupon will be paid 5 business days after the end of each Coupon Observation Period, according to the following table.

Coupon Observation Period (Start and End Dates, inclusive)	Payment Date	Coupon Amount
1 19-May-2008 - 19-Jun-2008	26-Jun-2008	EUR 16.67 * n/N
2 20-Jun-2008 - 21-Jul-2008	28-Jul-2008	EUR 16.67 * n/N
3 22-Jul-2008 - 19-Aug-2008	26-Aug-2008	EUR 16.67 * n/N
4 20-Aug-2008 - 19-Sep-2008	26-Sep-2008	EUR 16.67 * n/N
5 20-Sep-2008 - 20-Oct-2008	27-Oct-2008	EUR 16.67 * n/N
6 21-Oct-2008 - 19-Nov-2008	26-Nov-2008	EUR 16.67 * n/N
7 20-Nov-2008 - 19-Dec-2008	30-Dec-2008	EUR 16.67 * n/N
8 20-Dec-2008 - 20-Jan-2009	27-Jan-2009	EUR 16.67 * n/N

This Indicative Term Sheet has been prepared solely for your information by Commerzbank Corporates & Markets. Commerzbank Corporates & Markets is a trading division and the investment banking division of Commerzbank Aktiengesellschaft ("Commerzbank").

This Indicative Term Sheet is being distributed by Commerzbank AG, London Branch which is authorised by the German regulator Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) and by the Financial Services Authority, regulated by the Financial Services Authority for the conduct of business in the UK. This document is confidential and proprietary. Neither Commerzbank, its agents or affiliates (together, the "Commerzbank Group") nor its employees or agents accept any responsibility or liability whatsoever for any expense, loss or damage arising out of or in any way connected with the use of all, or any part of the information in this Indicative Term Sheet.

Since the terms quoted are indicative they are subject to change at any time without notice. Numerous assumptions have been made in the preparation of this information and no assurance can be given as to its accuracy and/or completeness. This document is not an offer; recommendation or solicitation and none of its contents shall be considered as the basis of or be relied upon in connection with any contract or commitment. Any decision to subscribe for, purchase any investment, or enter into any investment contract mentioned, must only be made with reference to the official documentation. All recipients of this document should note that it may not be reproduced or redistributed to any other person, particularly to private investors, and neither it nor any copy may be taken into or transmitted into any country where it would be restricted by law.

Nothing in this document is intended to provide any projection, prediction or guarantee of performance. Commerzbank Group does not accept any duty to advise you as to the suitability of this transaction and is dealing with you exclusively on the basis that you have sufficient knowledge, experience and/or professional financial, legal, tax and other advice to make your own assessment.

Commerzbank Group has no direct control over the factors that may affect the price of any investment. However, it may have positions and effect transactions in markets or instruments identical or economically related to the underlying asset of any investment and these actions may have an effect on the price. Commerzbank Group may act as the issuer and/ or sole manager in the issue of some of the investments mentioned. The requirements for a public offer in a Member State of the European Economic Area, or any other non European Economic Area State, are not fulfilled. Consequently, any security mentioned in this document may not be offered to the public.

Any transaction by US persons must be effected with Commerzbank Capital Markets Corp. ("CCMC"). Under applicable US law information regarding clients of CCMC may be distributed to other companies within the Commerzbank Group.

9	21-Jan-2009 - 19-Feb-2009	26-Feb-2009	EUR 16.67 * n/N
10	20-Feb-2009 - 19-Mar-2009	26-Mar-2009	EUR 16.67 * n/N
11	20-Mar-2009 - 20-Apr-2009	27-Apr-2009	EUR 16.67 * n/N
12	21-Apr-2009 - 19-May-2009	01-Jun-2009	EUR 16.67 * n/N

Where:

"n" = Total number of Business Days on which the official closing price of the Worst Performing Underlying is equal to or greater than the Coupon Barrier during the relevant Coupon Observation Period.

"N" = Total number of business days during that Coupon Observation Period.

**Early Observation Dates:** The End Date of each Coupon Observation Period, as indicated in the table above, with the exception of the last one. (Total of 11 dates)

**Early Redemption Dates:** 5 business days after each Early Observation Date

**Early Redemption** The Note will be Early Redeemed if on any Early Observation Date, the official closing level of the Worst Performing Underlying is at or above its respective Call Trigger, and the Note holder will receive on the following Early Redemption Date:  
Denomination \* 100%

**Final Redemption Date:** Unless redeemed earlier, the bond holder will receive on the Final Redemption Date:

If the Worst Performing Underlying closes at or above 70% (European Knock-in Barrier) of its Initial Spot Price on the Final Observation Date:  
Denomination \* 100%

Otherwise a number of shares of the Worst Performing Underlying equal to

$$\text{Denomination} * \left( \frac{1}{100\% * \text{Worst}} \right)$$

rounded to the nearest lower integer. Fractions will be cash settled in EUR

FX equals the EURUSD exchange rate as defined on Reuters page ECB37 at 14:15 on the Valuation Date

Where:

100% : refers to the Strike level

Worst = The Initial Spot Price of the Worst Performing Underlying

Worst Performing Underlying : With respect to the relevant observation date, the underlying whose price has fallen the most, or raised the less, among all the underlyings.

<b>Fixing Business Days:</b>	NA and New York
<b>Fixing Business Day Convention:</b>	Following Business Day (Unadjusted)
<b>Payment Business Days:</b>	TARGET
<b>Payment Business Days Convention:</b>	Following Business Day (Unadjusted)
<b>ISIN:</b>	XS0364741149
<b>WKN:</b>	CB0 04H / A2272
<b>Telekurs Code:</b>	CH4239334
<b>Settlement:</b>	Euroclear/Clearstream
<b>Calculation Agent:</b>	Commerzbank AG
<b>Listing:</b>	None
<b>TEFRA Rule:</b>	TEFRA C

**Internal reference :** PRS00009581

**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.**

This Indicative Term Sheet has been prepared solely for your information by Commerzbank Corporates & Markets. Commerzbank Corporates & Markets is a trading division and the investment banking division of Commerzbank Aktiengesellschaft ("Commerzbank").

This Indicative Term Sheet is being distributed by Commerzbank AG, London Branch which is authorised by the German regulator Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) and by the Financial Services Authority; regulated by the Financial Services Authority for the conduct of business in the UK. This document is confidential and proprietary.

Neither Commerzbank, its agents or affiliates (together, the "Commerzbank Group") nor its employees or agents accept any responsibility or liability whatsoever for any expense, loss or damage arising out of or in any way connected with the use of all, or any part of the information in this Indicative Term Sheet.

Since the terms quoted are indicative they are subject to change at any time without notice. Numerous assumptions have been made in the preparation of this information and no assurance can be given as to its accuracy and/or completeness. This document is not an offer; recommendation or solicitation and none of its contents shall be considered as the basis of or be relied upon in connection with any contract or commitment. Any decision to subscribe for, purchase any investment, or enter into any investment contract mentioned, must only be made with reference to the official documentation. All recipients of this document should note that it may not be reproduced or redistributed to any other person, particularly to private investors, and neither it nor any copy may be taken into or transmitted into any country where it would be restricted by law.

Nothing in this document is intended to provide any projection, prediction or guarantee of performance. Commerzbank Group does not accept any duty to advise you as to the suitability of this transaction and is dealing with you exclusively on the basis that you have sufficient knowledge, experience and/or professional financial, legal, tax and other advice to make your own assessment.

Commerzbank Group has no direct control over the factors that may affect the price of any investment. However, it may have positions and effect transactions in markets or instruments identical or economically related to the underlying asset of any investment and these actions may have an effect on the price. Commerzbank Group may act as the issuer and/ or sole manager in the issue of some of the investments mentioned. The requirements for a public offer in a Member State of the European Economic Area, or any other non European Economic Area State, are not fulfilled. Consequently, any security mentioned in this document may not be offered to the public.

Any transaction by US persons must be effected with Commerzbank Capital Markets Corp. ("CCMC"). Under applicable US law information regarding clients of CCMC may be distributed to other companies within the Commerzbank Group.