

# Warrants on Shares of Fresenius Medical Care AG & Co. KGaA

## Final Termsheet as of 14 June 2019

This document is of a summary nature only. The Final Termsheet constitutes a definitive Simplified Prospectus as defined in article 5 of the Swiss Federal Act on Collective Investment Schemes (CISA).

**This document in English is not available in one of the official Swiss languages.**

**The Securities do not constitute a participation in a collective investment scheme as per the CISA and are not subject to authorization and supervision by the Swiss Financial Market Supervisory Authority (FINMA). Accordingly, neither the Securities nor investors of the Securities benefit from protection under CISA and are exposed to the credit and default risk of the Issuer.**

### I. Product Description

The Securities will grant the investor the right to receive the payment of a cash amount per Security (the "**Redemption Amount**") which shall be calculated by multiplying the amount by which the Reference price of the underlying on the Valuation Date is exceeded by the Strike, multiplied by the Ratio.

#### Product Details

Underlying (ISIN; Relevant Exchange or Index Sponsor)	Type	Strike	Ratio	Exercise Period
Aktien of Fresenius Medical Care AG & Co. KGaA (ISIN DE0005785802, FME GY) Frankfurter Wertpapierbörse (XETRA)	Put	EUR 60.00	0.10	26-Jun-2019 - 19-Jun-2020

<b>Product Type</b>	Warrants (Swiss Structured Products Association SSPA, Category 2100 (Warrant))
<b>Exercise Type</b>	American exercise (with automatic exercise on the Valuation Date)
<b>Security Codes</b>	ISIN: DE000CU253Y8 WKN: CU253Y Valoren: 48345452
<b>Issue Currency</b>	CHF
<b>Issue Price</b>	CHF 0.56
<b>Quoting Type</b>	Unit pricing (per 1 Warrant)
<b>Issue Size</b>	700,000.00 Warrants (the Issue Size may be increased at any time)
<b>Min. Investment</b>	1 Warrant and multiples of 1 thereafter
<b>Min. Trading Size</b>	1 Warrant and multiples of 1 thereafter

## Redemption

---

<b>Settlement Method</b>	Cash settlement only
<b>Redemption Amount</b>	<p>The Warrants grant to the investor the right to receive the payment of a Redemption Amount per Security (rounded, if necessary, to the next full CHF 0.01 (CHF 0.005 will be rounded up) which shall be determined in accordance with the following provisions:</p> <p>The Redemption Amount per Warrant shall be equal to the product of (i) the amount by which the Reference Price on the Valuation Date is exceeded by the Strike and (ii) the Ratio, the result being converted into CHF.</p> <p>All conversions shall be made at the Relevant Conversion Rate.</p>
<b>Reference Price</b>	The official closing price of the Underlying as determined and published by the Relevant Exchange on the Valuation Date.
<b>Relevant Conversion Rate</b>	The price of EUR 1,00 expressed in CHF as actually traded on the <i>international interbank spot market</i> on the Valuation Date at such point in time at which the Reference Price of the Underlying is determined and published.
<b>American Exercise</b>	<p>The Option Right may be exercised on any day from and including the first day to the last day until 10.00 a.m. (Frankfurt time) during the Exercise Period with the exception of the day on which the annual shareholders' meeting of the Company takes place. The Option Right shall be deemed to be automatically exercised on the last day of the Exercise Period provided that the Redemption Amount is a positive amount at that time ("Automatic Exercise"). In case of an Automatic Exercise, the last day of the Exercise Period shall be the "Exercise Date".</p> <p>In order to validly exercise the Option Right, the investor is obliged to instruct the account holding bank on any Payment Business Day during the Exercise Period to</p> <ol style="list-style-type: none"> <li>i. deliver an declaration via the account holding bank to the Paying Agent in the form available at the Paying Agent or by providing the following information in text form: name and address of the holder of the Warrants, name, ISIN and number of Warrants to be redeemed and the cash account of the holder of the Warrants to which the transfer of any Redemption Amount shall be effected (the "Exercise Notice");</li> <li>ii. deliver the Warrants via the account holding bank by crediting the Warrants to the account of the Paying Agent with the Clearing System.</li> </ol> <p>The Payment Business Day during the Exercise Period on which at or prior to 10.00 a.m. (Frankfurt time) a) the Warrants are booked at the account of the Paying Agent with the Clearing System shall be the "Exercise Date".</p> <p>Following the valid exercise of the Option Right, the Issuer shall pay the Redemption Amount to the investor not later than on the fifth Payment Business Day following the Valuation Date. In the case of an Automatic Exercise, the Issuer shall pay the Redemption Amount to the investors not later than on the fifth Payment Business Day following the Valuation Date.</p>

## Dates

---

<b>Issue Date</b>	14 June 2019
<b>Payment Date</b>	18 June 2019 (subject to the Following Business Day Convention)
<b>Valuation Date</b>	Exercise Date
<b>Term</b>	from the Payment Date to the Exercise Date

## Fees

---

<b>Distribution Fee</b>	No distribution fees are paid
-------------------------	-------------------------------

## Issuer

---

<b>Issuer</b>	<p>Commerzbank AG, Frankfurt am Main, Germany</p> <p>The Issuer is a licensed bank incorporated as a corporation in the Federal Republic of Germany and authorized and regulated by the Federal Financial Supervisory Authority (BaFin).</p> <p>Commerzbank intends to sell its Equity Markets &amp; Commodities business ("EMC-Business"), which includes inter alia the issuance and trading of investment and leverage products, to the group of Société Générale S.A. The sale is, in particular, still subject to various approval requirements.</p> <p>According to the sale and transfer of the EMC-Business to the group of Société Générale S.A. it is envisaged that pursuant to the terms and conditions Commerzbank in its capacity as issuer transfers all obligations arising out of or in connection with the securities to specified companies of the group of Société Générale S.A. as the "New Issuer" ("Substitution of the Issuer"). After such Substitution of the Issuer the securityholders will bear the insolvency risk of the New Issuer. Commerzbank will not issue any guarantee for the benefit of the securityholders in case of a default of the New Issuer.</p> <p>More detailed information can be obtained from the relevant prospectus and any supplements thereto.</p>
<b>Rating</b>	A- (Standard & Poor's), A1 (Moody's), A- (Fitch) (structured debt instruments)
<b>Calculation Agent</b>	Commerzbank AG, Frankfurt am Main, Germany
<b>Payment Date</b>	18 June 2019 (subject to the Following Business Day Convention)

## Additional Information

---

<b>Distribution</b>	These Securities qualify for distribution to non-qualified investors in Switzerland.
<b>Country of Distribution</b>	Switzerland only

<b>Form of Securities</b>	Dematerialised uncertificated securities in accordance with article 973c of the Swiss Code of Obligations transformed into intermediated securities in accordance with article 6 of the Swiss Federal Intermediated Securities Act (the "Securities").
<b>Clearing System</b>	SIX SIS AG
<b>Listing</b>	The Issuer will apply for the provisional admission of the Securities to trading on the BX Swiss AG as well as the definitive listing of the Securities under the segment deriBX of the BX Swiss AG. The Issuer will not accept any liability for the Securities to be admitted to trading or to be listed on a certain date and until maturity.
<b>Secondary Market</b>	Even if there was a secondary market at the beginning or during the lifetime of the Securities, there can be no assurance that a secondary market will develop for the Securities or that it will subsist. The Issuer is not obliged in any way vis-à-vis investors to provide a secondary market or purchase the Securities. In addition, spreads between the indicative bid and offer prices in the secondary market may vary to a greater or lesser extent.
<b>Governing Law / Jurisdiction</b>	<b>German Law / Frankfurt am Main, Germany</b>
<b>Adjustments</b>	The terms of the Security may be subject to adjustments during its lifetime. Detailed information on such adjustments is to be found in the Security Documentation.
<b>Notices</b>	Incidental changes and adjustments to the terms and conditions of the Securities will be published on the following website: <a href="http://www.zertifikate.commerzbank.ch">www.zertifikate.commerzbank.ch</a>
<b>Documentation</b>	<p>The Securities are issued under the "Emissionsprogramm über Optionsscheine" of Commerzbank Aktiengesellschaft as of 22 March 2019 ("Programme"). The Programme does not constitute a prospectus for purposes of article 5.4 of the Prospectus Directive. The Final Terms prepared in relation to this issue of Securities ("Final Terms") together with the Programme and any addenda thereto form the entire legally binding documentation of the Securities ("Security Documentation") and this Simplified Prospectus shall always be read in conjunction with the Security Documentation.</p> <p>During the whole term of the Securities, this document and the Security Documentation is available free of charge from Commerzbank Aktiengesellschaft, Frankfurt am Main, Zurich Branch, Pelikanplatz 15, CH-8034 Zurich.</p>

## Swiss Taxation Treatment

---

The following summary on Swiss Taxation does not purport to address all tax consequences of the Securities and is not intended to be, nor should it be construed to be, tax advice. This summary does not address any tax consequences of an investment in the Securities in any other jurisdiction than Switzerland. Since this summary does not consider the specific tax situation of an investor, prospective investors are advised to consult their personal tax advisors as to the tax consequences of the purchase, ownership, sale or redemption of the Securities including, in particular, the effect of tax laws of any other jurisdiction.

<b>Swiss Income Tax (Federal Direct Tax)</b>	<p>Please note that the following information about swiss income tax is only applicable for private investors with tax domicile in Switzerland, holding the Securities as part of their private assets from a Swiss tax perspective (Swiss resident private investors):</p> <p>The Securities are structured as a pure derivative financial product. Any return on the Securities is a tax-free private capital gain on the option(s). In return, any loss on the securities may not be tax deductible.</p>
--	---

The tax treatment regarding cantonal and communal income taxes might differ from the tax treatment regarding the Federal Direct Tax. However, in general the tax treatments should correspond.

<b>Swiss Withholding Tax</b>	The Securities are not subject to Swiss Withholding Tax.
<b>Swiss Stamp Duty</b>	The Securities do not qualify as a taxable security within the meaning of the Federal Stamp Duty Act (FSTA). Transactions are not subject to Swiss Stamp Duty.
<b>Automatic Exchange of Information in Tax Matters ("Automatischer Informationsaustausch")</b>	Switzerland agreed with various countries and the European Union to implement the Automatic Exchange of Information in Tax Matters ("AEOI") as of 1st January 2017 and is negotiating the introduction of the AEOI with further countries whereby the Automatic Exchange of Information has been and will be extended to other countries. The website "www.sif.admin.ch" provides an overview of all partner states Switzerland has signed an agreement for the introduction of the AEOI. In this context the EU Savings Tax for Swiss paying agents and the Final Withholding Tax with UK and Austria have been repealed as from 1st January 2017.
<b>Section 871(m) of the U.S. Internal Revenue Code of 1986</b>	Transactions and payments related to this Security may be subject to additional (foreign) transaction taxes duties and or withholding taxes in particular a withholding tax pursuant to the Section 871(m) of the U.S. Internal Revenue Code. All payments from this Security will occur with any applicable taxes and duties deducted. The Issuer is not obliged to pay additional amounts with regard to amounts so withheld. Please refer to the Security Documentation for detailed information.

This summary of the tax treatment applies at Issue Date and reflects the Issuer's understanding of current law and practice in Switzerland relating to the taxation of the securities. The relevant tax laws and/or regulations and practice of the tax authorities may change at any time, possibly with retroactive effect. Any investor shall be liable for all current and futures taxes and duties resulting from an investment in the Securities. The Issuer hereby expressly excludes any liabilities in respect of any tax implications arising thereof.

## II. Profit and Loss prospects

<b>Market expectation</b>	Investors in these Securities expect the price of the Underlying to decrease.
<b>Risk tolerance</b>	Investors in these Securities should have sufficient knowledge and experience with transactions in derivate products and the equity markets.  Investors must be willing to make an investment that is exposed to the leveraged full down-side risk of the Underlying performance.
<b>Profit prospects</b>	Potential profit from an investment in the Securities is not limited.
<b>Loss prospects</b>	Investors may suffer a partial or total loss as they bear the leveraged full upside risk of the Underlying.
<b>Other factors</b>	Investors should note that the value of the Securities is not only subject to the development of the prices of the Underlying but is also subject to other factors that may negatively influence the price of the Securities.

## III. Significant risks for investors

The description of the risks set out below only mentions some risks that the Issuer considers to be the major risks as of the date hereof.

## **Product-specific risks**

---

In addition to the risks set out in section II. (Profit and Loss Prospects), the following risks apply:

Investors are not entitled to receive any dividends paid on the Underlying and the terms and conditions of the Securities will only be adjusted for distributions and other corporate actions relating to the Underlying in certain limited circumstances.

The investor bears the risk that the Redemption Amount is below the purchase price of the Security. The higher the Reference Price of the Underlying on the Valuation Date, the greater the loss. Investors will suffer a complete loss (total loss) if the Reference Price of the Underlying on the Valuation Date is equal to or above the Strike.

In addition, the investor bears a currency exchange risk as the amounts that are not expressed in the Issue Currency will be converted at the currency exchange rate on the Valuation Date.

In addition to the product-specific risks highlighted above, investors are exposed to the market risk and other risks related to the Underlying. Consequently, investors must independently inform themselves about and assess such risks and they have to form their own view on the expected development of the Underlying.

## **Volatile secondary markets and limited liquidity**

---

Investors should expect that market prices for the Securities will be volatile, depending upon the development of the price of the Underlying, interest rates, remaining term of the Securities and other factors.

Liquidity of the Securities and/or the Underlying in the secondary markets may be limited. There is no obligation of the Issuer or the Lead manager to make a market in the security. There can be no assurance that a secondary market will develop for the security or that it will subsist.

The price at which the Security may be sold in the secondary market may be less than the intrinsic value of the security and less than the amount originally invested. It may be possible that the Security cannot be sold at all in the secondary market.

## **Deviation of Issue Price from market value**

---

The Issue Price may be more than the market value of the securities on the Issue Date and the price, if any, at which any person may be willing to purchase this Security in a secondary market transaction may be lower than the Issue Price. In particular, the Issue Price may take into account commissions in relation to the issue and sale of this Security as well as costs in relation to the hedging of the Issuer's obligations under this Security, and secondary market prices are likely to exclude such amounts.

## **Risks relating to the Issuer**

---

The value of the Securities is not only subject to the performance of the Underlying, but, among others, also to the credit rating and solvency of the Issuer which may be negatively affected during the terms of the Securities.

In addition, investors are exposed to the general risk that the Issuer's financial situation may worsen - and that the Issuer may be subjected to a reorganisation proceeding (Reorganisationsverfahren) or transfer order (Übertragungsanordnung) under German bank restructuring law or that insolvency proceedings might be instituted

with regard to its assets - and therefore attainments due under the Securities can not or only partially be done. Under these circumstances, a total loss of the investor's capital might be possible.

The securities constitute direct, unconditional and unsecured obligations of the Issuer, ranking pari passu with all other unsecured, unsubordinated obligations of the Issuer, save for obligations preferred by operation of law. They are neither secured by the Deposit Protection Fund of the association of German Banks (Einlagensicherungsfonds des Bundesverbandes deutscher Banken e.V.) nor by the German Deposit Guarantee and Investor Compensation Act (Einlagensicherungs- und Anlegerentschädigungsgesetz).

## **IV. Important Information**

Potential investors of the Securities should carefully consider the information contained in and evaluation of the Securities should be made solely on the basis of the Security Documentation and not in reliance of the information contained in this Simplified Prospectus. Copies of the Security Information can be obtained free of charge from the Issuer under the address set out on the cover page of this Simplified Prospectus. In case of any inconsistency between the information set out in this Simplified Prospectus and the Security Documentation, the information contained in the Security Documentation shall prevail.

This document is for information purposes only and should not be construed as an offer, recommendation or solicitation to enter into any transaction in the Securities or the Underlyings. Recipients of this Simplified Prospectus should note that this Simplified Prospectus shall not be copied or reproduced and shall not be distributed into a country in which distribution of the Simplified Prospectus is not allowed.

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

Commerzbank Group may, in the course of its regular business activities hold positions of the Underlyings, or may buy or sell, or make a market in, the Underlyings. In addition, Commerzbank Group's trading and/or hedging activities related to the Securities may affect the market price of the Underlyings. Such hedging activities may negatively affect the value of the Underlyings and thus the value of the Securities and the redemption amount of the Securities respectively. This is particularly true in case of the dissolution of a hedge close to maturity of the Securities.

## **V. Selling restrictions**

The Securities may not be publicly offered, sold or delivered within or from the jurisdiction of any country, except in accordance with the applicable laws and other legal provisions, and provided further that the Issuer does not incur any obligations. The Issuer has not undertaken any steps, nor will the Issuer undertake any steps, aimed at making the public offering of the securities or their possession or the marketing of offering documents related to the securities legal in such jurisdiction if this requires special measures to be taken.

This Simplified Prospectus does not constitute an issuance prospectus pursuant to Art. 652a and 1156 of the Swiss Code of Obligations (CO). This Simplified Prospectus may only be used for the purposes of distribution of the Securities in Switzerland.

The requirements for a public offer in the Member States of the European Economic Area ("EEA") are not fulfilled. Consequently, the securities may not be publicly offered in any of the EEA Member States (except as explicitly provided under the prospectus exemptions of Directive 2003/71/EC (as amended by Directive 2010/73/EU, to the extent implemented in a relevant EEA Member State ("2010 Amending Directive"), the "EU Directive") with respect to inter alia (i) an offer of securities addressed solely to qualified investors as defined in the EU Directive, and/or (ii) an offer of securities addressed to fewer than 100, or, if the Relevant Member State has implemented the relevant provisions of the 2010 Amending Directive, 150 natural or legal persons per Member State other than qualified

investors, and/or (iii) an offer of securities addressed to investors who acquire securities for a total consideration of at least EUR 50,000, or, if the Relevant Member State has implemented the relevant provisions of the 2010 Amending Directive, EUR 100,000, and/or (iv) an offer of securities whose denomination per unit amounts to at least EUR 50,000 or, if the Relevant Member State has implemented the relevant provisions of the 2010 Amending Directive, EUR 100,000.

This document is not for distribution, directly or indirectly, in or into the United States or its possessions. This document is not an offer to sell securities, or the solicitation of any offer to buy securities, nor shall there be any offer of securities in the United States or in any jurisdiction in which such offer or sale would be unlawful. The securities have not been and will not be registered under the US Securities Act of 1933, as amended ("Securities Act"), and may not be offered or sold in the United States absent registration or exemption from registration under the Securities Act.