

**COMISIÓN NACIONAL DEL MERCADO DE VALORES**

Dirección de Mercados Primarios  
Paseo de la Castellana, 19  
28046 Madrid

22 de mayo de 2008

D. Guillermo Frühbeck Borrero, en nombre y representación del emisor, COMMERZBANK AKTIENGESELLSCHAFT, inscrita en el Registro Mercantil de Frankfurt am Main con el número de registro 32.000, y domiciliada en Kaiserplatz, 1, 60261 Frankfurt am Main.

**CERTIFICA:**

Que en relación con la verificación de la ampliación de la emisión de warrants de COMMERZBANK AKTIENGESELLSCHAFT (en adelante, la “**Emisión**”):

- Que los warrants registrados con fecha 22 de mayo de 2008, coinciden exactamente con los que se presentan en soporte informático en el disquete que se adjunta a la presente Certificación;

**Y AUTORIZA**

la difusión de la Emisión a través de la página web de la Comisión Nacional del Mercado de Valores.

Atentamente,

En nombre y representación de COMMERZBANK AKTIENGESELLSCHAFT

P.p.

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D. Guillermo Frühbeck Borrero

# **COMMERZBANK AKTIENGESELLSCHAFT**

Frankfurt am Main

## **Final Terms**

dated May 21, 2008

with respect to the

## **Base Prospectus**

dated February 4, 2008

relating to

## **Warrants** **on** **Shares of Vallourec S.A.** (2. Tranche)

to be publicly offered in the Kingdom of Spain

## General Information

This document contains the Final Terms of the Warrants described herein and must be read in conjunction with the Base Prospectus dated February 4, 2008 (the "**Base Prospectus**"). Full information on the Issuer and the offer of the Warrants is only available on the basis of a combination of these Final Terms and the Base Prospectus.

**Prospective purchasers of the Warrants are advised to read the complete Base Prospectus including the chapter on "Risk Factors" and to seek their own advice (including tax consultants and accountholding bank) before reaching an investment decision.**

### Prospectus Liability

Commerzbank Aktiengesellschaft, Frankfurt am Main (hereinafter also "**Commerzbank**", "**Bank**", "**Issuer**" or "**Company**", together with its affiliates "**Commerzbank Group**" or "**Group**") accepts responsibility for the information contained in these Final Terms. The Issuer hereby declares that having taken all reasonable care to ensure that such is the case, the information contained in these Final Terms is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in or not consistent with these Final Terms or any other information supplied in connection with these Final Terms or the Warrants and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer.

Any information contained in these Final Terms is as of the date indicated in these Final Terms. The delivery of these Final Terms does not at any time imply that any information contained herein is correct as of any time subsequent to the date indicated in these Final Terms.

### Subscription and Sale

The Issuer has issued on May 21, 2008 (the "**Issue Date**") further 5,000,000 warrants of 2008 on Shares of Vallourec S.A. (the "**Warrants**") with an issue price as detailed in the following table. The further Warrants will form a single series with the Warrants issued previously.

### Increases of a Series of Warrants

The Issuer reserves the right to issue from time to time without the consent of the Warrant holders additional tranches of Warrants with substantially identical terms, so that the same shall be consolidated to form a single series bearing the same security codes and increase the size of the Warrants issued previously.

### Characteristics

type	ISIN	Underlying Asset / ISIN of Underlying Asset	Strike Price in EUR	Ratio	Exercise Period	Exchange	Issue Price on the Issue Date in EUR
Call	DE000CB3XRW8	Vallourec S.A. FR0000120354	170.00	0.01	07.04.2008 - 17.09.2008	Paris Stock Exchange	0.32

### Securitisation

Each series of Warrants shall be represented by a Global Warrant. It is intended that the Global Warrant will be deposited with Renta 4 Sociedad de Valores y Bolsa, S.A. as intermediary associated with the Spanish Central Securities Depository (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.) whose commercial name is IBERCLEAR ("**IBERCLEAR**"), Plaza de la Lealtad, 1, 28014 Madrid.

There will be no definitive Warrants. The Warrants may be transferred by physical delivery of the Global Warrant, or, after it has been delivered to IBERCLEAR, or to another clearing system, in accordance with the rules and regulations of IBERCLEAR, or, as the case may be, such other clearing system.

**Status**

The obligations under the Warrants constitute direct, unconditional and unsecured obligations of the Issuer and rank at least pari passu with all other unsecured and unsubordinated obligations of the Issuer (save for such exceptions as may exist from time to time under applicable law).

**Minimum Trading Unit**

1 Warrant

**Listing**

The admission for listing and trading of the Warrants on the stock exchanges of Madrid and Barcelona shall be applied for.

**Availability of documents**

The Base Prospectus dated February 4, 2008, the Supplement A to the Base Prospectus dated April 8, 2008, these Final Terms, the Articles of Association of Commerzbank Aktiengesellschaft as well as the annual report of the Commerzbank Group for the financial years 2006 and 2007 are available in their current form on the internet page of Commerzbank: [www.commerzbank.de](http://www.commerzbank.de).

The Base Prospectus and these Final Terms are also available at the Warrant and Paying Agent's office (Renta 4 Sociedad de Valores y Bolsa, S.A., Paseo de la Habana 74, 28036 Madrid).

**Payment Date**

May 22, 2008

**Settlement**

The Warrants will be cash settled. Settlement will take place on the fifth Business Day following the respective Valuation Date, all as specified in detail in the Terms and Conditions of the Warrants.

**Information on the Underlying Asset**

The asset underlying each series of Warrants are the shares detailed in the above table. Information on the shares and the respective companies is available free of charge on the internet page of the respective companies according to the following:

Vallourec S.A.

[www.vallourec.com](http://www.vallourec.com)

## Certain Definitions

For the complete details of the Terms and Conditions of the Warrants the potential investor is requested to refer to the Base Prospectus dated February 4, 2008, specifically the chapter on "Warrants relating to Shares", available at the internet page of Commerzbank: [www.commerzbank.de](http://www.commerzbank.de) and [www.warrants.commerzbank.com](http://www.warrants.commerzbank.com) and at the Warrant and Paying Agent's office (Renta 4 Sociedad de Valores y Bolsa, S.A., Paseo de la Habana 74, 28036 Madrid).

### Cash Settlement Amount

The Cash Settlement Amount is the amount expressed in Euro ("EUR") (the "Issue Currency"), multiplied with the Ratio, by which the Reference Price exceeds the Strike Price (*in the case of Call Warrants*) or is exceeded by the Strike Price (*in the case of Put Warrants*) (rounded, if necessary, to two decimal places (with EUR 0.005 being rounded upwards)).

### Reference Price

The Reference Price relating to a series of Warrants is the price of the Underlying Asset detailed below as determined and published by the Exchange on the Valuation Date.

### Valuation Date

Subject to postponement in accordance with the Terms and Conditions of the Warrants, the Valuation Date shall be the Exercise Date. However, in the case of an Automatic Exercise, the Valuation Date shall be the Expiration Date.

### Minimum Exercise Number of Warrants

The Minimum Exercise Number of Warrants relating to each series of Warrants is 100 Warrants.

### Underlying Asset, Strike Price, Reference Price, Ratio, Exercise Period, Exchange

For each series of Warrants the terms "Underlying Asset", "Strike Price", "Reference Price", "Ratio", "Exercise Period" and "Exchange" shall have the following meaning:

Type	ISIN	Underlying Asset / ISIN of Underlying Asset	Strike Price in EUR	Ratio	Exercise Period	Exchange	Reference Price
Call	DE000CB3XRW8	Vallourec S.A. FR0000120354	170.00	0.01	07.04.2008 - 17.09.2008	Paris Stock Exchange	closing price

## Taxation

### *Withholding tax at source:*

All amounts payable under the Warrants will be paid without deduction or withholding for or on account of any present or future taxes, duties or governmental charges whatsoever imposed or levied by or on behalf of the Federal Republic of Germany or any taxing authority therein. In the case that the Issuer will be compelled by law or other regulation to deduct or withhold such taxes, duties or governmental charges the Issuer will not pay any additional amounts to compensate the Warrantheader for such deduction or withholding.

### *Taxes payable in Spain:*

This description does not intend to cover all considerations of a tax nature that may be significant in relation to a decision to invest in the Warrants. Potential investors are advised in this respect to take into consideration the tax description of each specific issue and to consult with their lawyers or tax advisors in order to determine the tax implications for their specific situation (i.e., local regulations). Investors should likewise take into account the changes which may take place in the future in the tax laws and regulations in force at the present time.

### **1. Individuals or legal persons with residence in the Spanish territory**

#### *Personal Income Tax*

In the case that the purchaser of the warrants is considered a taxpayer subject to the personal income tax (hereinafter, "PIT"), the purchase price paid for the Warrants will not be considered as a deductible expense, but as acquisition value which includes the expenses and commissions connected with the purchase of the Warrants paid by the purchaser.

The income obtained by the Warrantheader for selling the Warrants prior to the end of the Expiration Period will be considered as capital gain or loss under the terms of article 34 of the Law 35/2006, dated November 28, 2006, on the Personal Income Tax (hereinafter, "PIT Act"). The gain or loss shall be calculated as the difference between (i) the transfer price (after deduction of the expenses and commissions paid by the Warrantheader) and (ii) the acquisition value, as defined above.

Upon the exercise of the warrants (including the Automatic Exercise at the Expiration Date), capital gain or loss will be calculated as the difference between (i) the Cash Settlement Amount (after deduction of the expenses and commissions paid by the Warrantheader) and (ii) the acquisition value, as defined above.

In accordance with the provisions of the PIT Act, the capital gains will be exempt from withholding tax.

Gains or losses derived from the sale or exercise of the warrants will be taxed following the rules of the PIT Act.

#### *Corporate Income Tax*

In principle, the taxable income will be calculated by correcting, by application of the rules contained in the Corporate Income Tax Law, the accounting result determined in accordance with the applicable accounting legislation. As a consequence, Investors would be taxed depending on the specific accounting of the warrant.

As a general rule, gains or losses realized by taxpayers subject to Corporate Income Tax either through the sale or the exercise of the Warrants will be included in their taxable income under the general provisions included in the Legislative Royal Decree 4/2004 of March 5, 2004, approving the Consolidated Text Act (CIT Act). Nevertheless, taxable income could arise before the sale or the exercise of the Warrants if its accounting implies the registration of losses and/or profits.

As stated before, capital gains will be exempt from withholding tax.

## 2. Individuals or legal persons not resident in the Spanish territory

As a general rule, according to section 13 of the Royal Decree 5/2004, March 5 on the Spanish non-resident income tax (hereinafter, "NRIT"), income obtained by non-Spanish residents holding the Warrants without permanent establishment in Spain will be considered as income obtained within the Spanish territory (and therefore, become taxable in Spain) only if such income derived from securities issued by an entity or person resident in the Spanish territory. Consequently, income from the Warrants should not be considered as obtained in the Spanish territory.

As a general rule, income obtained by a permanent establishment located in Spain of a non-resident would be subject to taxation, similar to that applicable to a Spanish company, without prejudice of the double taxation treaties signed by Spain.

## 3. Other direct Taxes: Net wealth Tax and Inheritance and Gift Tax

As a consequence of the holding of the Warrants or its exercise or sale, other taxes could accrue.

Frankfurt am Main  
May 21, 2008

**COMMERZBANK**  
AKTIENGESELLSCHAFT

