

FINAL TERMS

PROHIBITION OF SALES TO RETAIL INVESTORS IN THE UNITED KINGDOM: The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in the UK Prospectus Regulation (as defined below). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the "UK PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

The Securities do not constitute a participation in a collective investment scheme in the meaning of the Swiss Federal Act on Collective Investment Schemes ("CISA") and are not subject to the supervision by the Swiss Financial Market Supervisory Authority FINMA, and investors will not benefit from the specific investor protection under the CISA.

Final Terms dated 27 May 2025

DEUTSCHE BANK AG FRANKFURT

(the "Issuer")

Legal Entity Identifier (LEI): 7LTFWZYICNSX8D621K86

Issue of up to USD 10,000,000 Callable Credit Linked Notes linked to Electricite de France, due June 2035 (the "Securities")

under its Programme for the issuance of Credit linked Securities

These Final Terms do not relate to a non-exempt public offer for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "Prospectus Regulation"). These Final Terms will be deposited with SIX Exchange Regulation Ltd. as review body (*Prüfstelle*) in Switzerland and published according to Article 64 of the Swiss Federal Financial Services Act ("FinSA") for the purposes of an offer of the Securities to the public in Switzerland on the basis of the combination of these Final Terms and the Securities Note dated 8 January 2025 (the "Securities Note") which has been included as a foreign prospectus that is deemed approved according to Article 54(2) FinSA in the list of approved prospectuses according to Article 64(5) FinSA by SIX Exchange Regulation Ltd., deposited with this review body and published according to Article 64 FinSA.

These Final Terms must be read in conjunction with the Securities Note dated 8 January 2025 (the "Securities Note"), and the Registration Document dated 6 May 2024 and the supplements thereto dated 27 May 2024, 31 July 2024, 27 August 2024, 31 October 2024, 6 January 2025, 5 February 2025, 18 March 2025 and 5 May 2025 (the "Registration Document"), pertaining to Deutsche Bank AG's Programme for the issuance of Credit Linked Securities (the "Programme"). The Securities Note and the Registration Document (and any supplements thereto) together constitute a base prospectus (the "Base Prospectus").

The Securities Note and the Registration Document (and any supplements thereto) are available in electronic form on the website of the Luxembourg Stock Exchange (www.luxse.com) and on the website of the Issuer (www.xmarkets.db.com). All relevant information on Deutsche Bank AG and the Securities is only available on the basis of the combination of the Securities Note, the Registration Document, any supplements thereto and these Final Terms. A summary of the individual issue of the Securities is annexed to these Final Terms.

The Product Conditions shall be the Non-Exempt Product Conditions. Terms used herein shall be deemed to be defined as such for the purposes of the Non-Exempt Product Conditions set forth in the Securities Note.

PART A – PRODUCT TERMS

GENERAL

1. Security Type: Notes
Single Reference Entity Fixed Rate Callable Securities.
2. Issue Price: 100 per cent. of the Nominal Amount
Following the Issue Date, further Securities may be sold at such times and at such prices as the Issuer may select.
3. (a) Issue Date: 6 June 2025
(b) Trade Date: 28 May 2025
4. Aggregate Nominal Amount: Up to USD 10,000,000
(a) Series: Up to USD 10,000,000
(b) Tranche: Up to USD 10,000,000
5. Nominal Amount: USD 10,000 per Security
Denomination: Nominal Amount
6. Minimum investment amount: USD 10,000
7. Scheduled Maturity Date: 22 June 2035

PROVISIONS RELATING TO COUPON

8. Fixed Rate Securities: Applicable
 - (i) Coupon Rate: 6.22 per cent. per annum
 - (ii) Coupon Commencement Date: Issue Date
 - (iii) Coupon Accrual Date(s): 20 June in each year from (and including) 20 June 2026 to (and including) 20 June 2035 (the “**Final Coupon Accrual Date**”), in each case unadjusted for any Business Day Convention
 - (iv) Coupon Payment Date(s): Each of:
 - (i) each day falling two Business Days following each Coupon Accrual Date in the period from (and including) the Coupon Commencement Date to (but excluding) the Final Coupon Accrual Date; and
 - (ii) the Scheduled Maturity Date,in each case, subject as set out in the Product Conditions, and provided that if any such Coupon Payment Date would otherwise fall on a day which is not a Payment Day, such Coupon Payment Date shall be postponed to the next day which is a Payment Day.
 - (v) Day Count Fraction: 30/360
9. Floating Rate Securities: Not Applicable

10.	Fixed/Floating Switch Option Securities:	Not Applicable
11.	Floating/Fixed Switch Option Securities:	Not Applicable
12.	Range Accrual Securities:	Not Applicable

CREDIT-LINKED PROVISIONS

13.	Credit Linked Provisions:	
	(i) Credit Event Backstop Date:	Lookback: Not Applicable
	(ii) Credit Period End Date:	20 June 2035
	(iii) Settlement Method:	Auction Settlement
	(iv) Notice of Publicly Available Information:	Applicable
	(v) Public Source:	As per Product Condition 1
	(vi) Excluded Obligation(s):	Not Applicable
	(vii) Excluded Valuation Obligation(s):	Not Applicable
	(viii) Additional Obligation(s):	Not Applicable
	(ix) Additional Valuation Obligation(s):	Not Applicable
	(x) Physical Settlement Matrix:	Applicable Date of Physical Settlement Matrix: 2 May 2022
	(xi) Reference Entity(ies):	Electricite de France
	(xii) Reference Obligation[s]:	Standard Reference Obligation: Applicable Non-Standard Reference Obligation: Not Applicable
	Valuation Obligation Category:	As per Physical Settlement Matrix
	Valuation Obligation Characteristics:	As per Physical Settlement Matrix
	(xiii) Seniority Level:	Senior Level
	(xiv) All Guarantees:	As per Physical Settlement Matrix
	(xv) Transaction Type:	The following Transaction Type applies: Standard European Corporate
	(xvi) Credit Events:	As per Physical Settlement Matrix
	Default Requirement:	As specified in Product Condition 1

	Payment Requirement:	As specified in Product Condition 1
(xvii)	Obligation(s):	
	Obligation Category:	As per Physical Settlement Matrix
	Obligation Characteristics:	As per Physical Settlement Matrix
(xviii)	Accrued Interest:	Exclude Accrued Interest
(xix)	Extension Period Interest:	Applicable
(xx)	Financial Reference Entity Terms:	As per Physical Settlement Matrix
(xxi)	Subordinated European Insurance Terms:	As per Physical Settlement Matrix
(xxii)	Additional Provisions for 2014 Sovereign No Asset Package Delivery Supplement to the 2014 ISDA Credit Derivatives Definitions (Product Condition 3.13):	Not Applicable
14.	Cash Settlement:	
(i)	Valuation Date:	Single Valuation Date: 70 Business Days Maximum Number of Business Days: Applicable
(ii)	Valuation Time:	11.00 a.m. in the principal trading market of the Valuation Obligation
(iii)	Quotation Method:	Bid
(iv)	Quotation Amount:	As specified in Product Condition 1
(v)	Minimum Quotation Amount:	As specified in Product Condition 1
(vi)	Quotation Dealers:	As per Product Condition 1
(vii)	Valuation Method:	Highest
15.	Single Reference Entity Securities:	Applicable
(i)	Fixed Recovery Securities:	Not Applicable
(ii)	Zero Recovery Principal Amount Reduction Securities:	Not Applicable
(iii)	Zero Coupon:	Not Applicable
16.	Basket Securities	Not Applicable
17.	FTD Securities:	Not Applicable

18.	Credit Event Accrued Coupon Securities:	Not Applicable
19.	Final Redemption Capital Protected Securities:	Not Applicable
20.	Loss at Final Redemption Securities:	Not Applicable
21.	Details relating to Instalment Securities:	Not Applicable
22.	Other terms or special conditions:	Not Applicable

MISCELLANEOUS

23.	Callable Securities:	Applicable
	(i) Issuer Early Redemption Date(s):	The Coupon Payment Date in respect of each Coupon Accrual Date scheduled to fall on 20 June in each year in the period from (and including) the Coupon Accrual Date scheduled to fall on 20 June 2028 to (and including) the Coupon Accrual Date scheduled to fall on 20 June 2034
	(ii) Issuer Early Redemption Notice Requirement:	Five Business Days
	(iii) Applicable Call Percentage:	Not Applicable
	(iv) Call Redemption Amount:	Nominal Amount
	(v) Accrued Issuer Early Redemption Amount:	Not Applicable
24.	Rate Replacement Early Redemption Amount (Product Condition 4.13):	Not Applicable
25.	(i) Business Day	Frankfurt am Main, New York City, London and TARGET2 Settlement Day
	(ii) Business Day Convention:	Modified Following
26.	Payment Day:	Frankfurt am Main, New York City, London and TARGET2 Settlement Day
27.	Calculation Agent:	Deutsche Bank AG, London Branch of 21 Moorfields, London, EC2Y 9DB, United Kingdom
28.	Clearing System:	Euroclear Bank S.A./N.V. and Clearstream Banking S.A.
29.	Stabilising Manager:	Not Applicable
30.	Form of Securities:	Global Security in bearer form
31.	Ranking:	Preferred
32.	U.S. selling restrictions:	Regulation S

33. Additional Selling Restrictions: Not Applicable
34. Intended to be held in a manner which would allow Eurosystem eligibility No

THIRD PARTY INFORMATION

Information on the Reference Entity has been extracted from publicly available sources. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from the relevant information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:

Duly authorised

PART B – OTHER INFORMATION

1. ADMISSION TO TRADING

Admission to trading: Not Applicable

2. Ratings

Ratings: The Securities will not be rated.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Description of any interest that is material to the issue: Save for any fees payable to the distributor(s), so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the issue.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for offer: The net proceeds from the issue of the Securities will be applied by the Issuer for its general corporate purposes. A substantial portion of the proceeds from the issue of the Securities may be used to hedge market risk with respect to such Securities.

(ii) Estimated net proceeds: Up to USD 10,000,000

(iii) Estimated total expenses: None

5. ADDITIONAL INFORMATION

Indication of Yield: A percentage per annum equal to the Coupon Rate determined in accordance with paragraph 8(i) of Part A of these Final Terms.

Description of the underlying Reference Entity: Electricite de France; **Address:** 22-30, Avenue De Wagram, Paris, Ile-de-France, 75008; **Jurisdiction of incorporation:** France; **Industry:** Power; **Market on which its securities of the Issuer of the Reference Obligation are admitted:** Euronext Paris.

6. OPERATIONAL INFORMATION

ISIN: XS3032930946

Common Code: 303293094

Valorennummer: 140600986

WKN: DH4M02

Delivery: Delivery against payment

7. TERMS AND CONDITIONS OF THE OFFER

Total number of the Securities offered to the public and admitted to trading: Up to 1,000 Securities

Offer Jurisdiction: Switzerland

Swiss Non-exempt Offer:	Applicable
Swiss Offer Period:	<p>From (and including) 27 May 2025 to (and including) 28 May 2025.</p> <p>The Issuer reserves the right for any reason to close the Swiss Offer Period early.</p> <p>In the event that during the Swiss Offer Period the requests exceed the amount of the offer destined to prospective investors equal to the maximum number of Securities, the Issuer may proceed to early terminate the Swiss Offer Period and may immediately suspend the acceptance of further requests.</p> <p>Any such change or any amendment to the Swiss Offer Period will be communicated to investors by means of a notice published on the website of the Issuer (www.xmarkets.db.co).</p>
Withdrawal right according to Article 63(5) of the Swiss Financial Services Ordinance (FinSO):	If an obligation to prepare a supplement to the Base Prospectus according to Article 56(5) FinSA is triggered during the Swiss Offer Period, investors who have already subscribed or agreed to purchase or subscribe for Securities before any such supplement to the Base Prospectus is published have the right to withdraw their subscriptions and acceptances within a period of two days from the publication of such supplement regardless of whether the Swiss Offer Period closes prior to the expiry of such two day period.
Financial intermediaries granted specific consent to use the Base Prospectus for Swiss Non-exempt Offers:	Vontobel, Bleicherweg 21, Zurich ZH 8022, CH
Cancellation of the issue of Securities:	<p>The Issuer reserves the right for any reason to cancel the issuance of the Securities.</p> <p>Any such decision will be communicated to investors by means of a notice published on the website of the Issuer (www.xmarkets.db.com).</p> <p>For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise purchase any Securities.</p>
Offer Price:	Issue Price
Conditions to which the offer is subject:	Offers of the Securities are conditional on their issue.
The time period, including any possible amendments, during which the offer will be open:	Not Applicable
Details of the minimum and/or maximum amount of the application (whether in number of Notes or aggregate amount to invest):	<p>Minimum amount of application, one Security.</p> <p>No maximum amount of application.</p>

Description of possibility to reduce subscriptions and manner for refunding excess amount paid in excess by applicants:	Not Applicable
Details of the method and time limits for paying up and delivering the Securities:	Investors will be notified by the relevant financial intermediary of their allocations of Securities and the settlement arrangements in respect thereof. The Securities will be issued on the Issue Date against payment to the Issuer of the net offer price.
Manner and date in which results of the offer are to be made public:	The Issuer will in its sole discretion determine the final amount of Securities to be issued (which will be dependent on the outcome of the offer), up to a limit of 1,000 Securities The precise number of Securities to be issued will be published on the website of the Issuer (www.xmarkets.db.com) on or around the Issue Date. The results of the offer will be available from the Distributor following the Offer Period and prior to the Issue Date.
The procedure for the exercise of any right of pre-emption, the negotiability of subscription rights and the treatment of subscription rights not exercised:	Not Applicable
Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made:	Each investor will be notified by the Distributor of its allocation of Securities after the end of the Swiss Offer Period and before the Issue Date

8. PLACING AND UNDERWRITING

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place:	Not Applicable
Name and address of any paying agents and depository agents in each country:	Not Applicable
Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" agreements. Where not all of the issue is underwritten, a statement of the portion not covered:	Not Applicable
Date of Subscription Agreement:	Not Applicable

9. FEES

Fees paid by the Issuer to the Distributor:	Applicable
Trailer Fee:	Not Applicable
Placement Fee:	2.00 per cent of the Issue Price

	Fees charged by the Issuer to the Securityholders post issuance:	Not Applicable
10.	COSTS	
	Amount of any costs and taxes specifically charged to the subscriber or purchaser:	Not Applicable
	Ex-ante entry costs:	3.50 per cent.
	Ex-ante exit costs:	1.00 per cent.
	Purchase costs:	Not Applicable
	Running costs:	Not Applicable
	Distribution Fee:	Not Applicable
11.	OTHER MARKETS	
	All the regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of securities to be offered or admitted to trading are already admitted to trading:	None
12.	PROHIBITION OF SALES TO RETAIL INVESTORS IN THE EEA	
	Prohibition of Sales to Retail Investors in the EEA:	Not Applicable
13.	PROHIBITION OF SALES TO RETAIL INVESTORS IN THE UNITED KINGDOM:	
	Prohibition of Sales to Retail Investors in the United Kingdom:	Applicable
14.	Details of benchmarks administrators and registration under the EU Benchmark Regulation:	Not Applicable
15.	PROHIBITION OF OFFER TO PRIVATE CLIENTS IN SWITZERLAND:	
	Prohibition of Offer to Private Clients in Switzerland:	Not Applicable

ANNEX - SUMMARY

INTRODUCTION AND WARNINGS

This Summary should be read as an introduction to these Final Terms. Any decision to invest in the Securities (as defined below) should be based on consideration of the Base Prospectus (which includes the documents incorporated by reference therein) and these Final Terms as a whole by the investor.

Any liability for information contained in this Summary is limited to cases where this Summary is misleading, inaccurate or inconsistent when read together with the other parts of these Final Terms and the Base Prospectus.

The Securities do not constitute a participation in a collective investment scheme in the meaning of the Swiss Collective Investment Schemes Act and are not licensed by the Swiss Financial Market Supervisory Authority ("FINMA") thereunder. Accordingly, neither the Securities nor holders of the Securities benefit from protection under the Swiss Collective Investment Schemes Act or supervision by FINMA and investors are exposed to the credit risk of the Issuer.

This Summary has been prepared and is being provided solely for the purpose of an offer of the Securities in Switzerland pursuant to the Swiss Financial Services Act ("FinSA") and it must not be used for any other purpose or in any other context than for which it is prepared and provided. This Summary must not be used for, or in connection with, and does not constitute any offer to, or solicitation by, any person in a jurisdiction other than Switzerland.

You are about to purchase a product that is not simple and may be difficult to understand.

KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Securities?

Domicile and Legal Form, law under which the Issuer operates and country of incorporation

Deutsche Bank Aktiengesellschaft (commercial name: Deutsche Bank) is a credit institution and a stock corporation incorporated in Germany and accordingly operates under the laws of Germany. The Legal Entity Identifier (LEI) of Deutsche Bank is 7LTWFZYICNSX8D621K86. The Bank has its registered office in Frankfurt am Main, Germany. It maintains its head office at Taunusanlage 12, 60325 Frankfurt am Main, Germany.

Issuer's principal activities

The objects of Deutsche Bank, as laid down in its Articles of Association, include the transaction of all kinds of banking business, the provision of financial and other services and the promotion of international economic relations. The Bank may realise these objectives itself or through subsidiaries and affiliated companies. To the extent permitted by law, the Bank is entitled to transact all business and to take all steps which appear likely to promote the objectives of the Bank, in particular to acquire and dispose of real estate, to establish branches at home and abroad, to acquire, administer and dispose of participations in other enterprises, and to conclude enterprise agreements.

Deutsche Bank is organized into the following business segments:

- Corporate Bank (CB);
- Investment Bank (IB);
- Private Bank (PB);
- Asset Management (AM); and
- Corporate & Other (C&O).

In addition, Deutsche Bank has a country and regional organizational layer to facilitate a consistent implementation of global strategies. The Bank has operations or dealings with existing and potential customers in most countries in the world. These operations and dealings include working through:

- subsidiaries and branches in many countries;
- representative offices in many other countries; and
- one or more representatives assigned to serve customers in a large number of additional countries.

Major shareholders, including whether it is directly or indirectly owned or controlled and by whom

Deutsche Bank is neither directly nor indirectly majority-owned or controlled by any other corporation, by any government or by any other natural or legal person severally or jointly. Pursuant to German law and Deutsche Bank's Articles of Association, to the extent that the Bank may have major shareholders at any time, it may not give them different voting rights from any of the other shareholders.

Deutsche Bank is not aware of arrangements which may at a subsequent date result in a change of control of the company. The German Securities Trading Act (Wertpapierhandelsgesetz) requires investors in publicly-traded corporations whose investments reach certain thresholds to notify both the corporation and the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht) of such change within four trading days. The minimum disclosure threshold is 3 per cent. of the corporation's issued voting share capital. To the Bank's knowledge, there are only four shareholders holding more than 3 per cent. of Deutsche Bank shares or to whom more than 3 per cent. of voting rights are attributed, and none of these shareholders holds more than 10 per cent. of Deutsche Bank shares or voting rights.

Key Managing Directors

The key managing directors of the issuer are members of the issuer's Executive Board. These are: Christian Sewing, James von Moltke, Fabrizio Campelli, Marcus Chromik, Bernd Leukert, Alexander von zur Mühlen, Laura Padovani, Claudio de Sanctis, Rebecca Short and Olivier Vigneron.

Statutory Auditors

With effect as of 1 January 2020, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft ("EY") has been appointed as independent auditor of Deutsche Bank. EY is a member of the chamber of public accountants (*Wirtschaftsprüferkammer*).

What is the key financial information regarding the Issuer?

The key financial information included in the tables below as of and for the financial years ended 31 December 2023 and 31 December 2024 has been extracted or derived from the audited consolidated financial statements prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and endorsed by the European Union ("EU") as of 31 December 2024. Deutsche Bank's audited consolidated financial statements for the financial years ended 31 December 2023 and 31 December 2024 were prepared in accordance with IFRS as issued by the IASB and endorsed by the EU and the additional requirements of German commercial law pursuant to Sec. 315e (1) of the German Commercial Code (*Handelsgesetzbuch*, "HGB").

The key financial information included in the tables below as of 31 March 2025 and for the three months ended 31 March 2024 and 31 March 2025 has been extracted from the unaudited interim consolidated financial information prepared as of 31 March 2025.

Where financial information in the following tables is labelled "audited", it has been extracted from Deutsche Bank's audited consolidated financial statements mentioned above. The label "unaudited" is used to indicate that financial information in the following tables has not been extracted from Deutsche Bank's audited consolidated financial statements mentioned above but has been extracted or derived from Deutsche Bank's accounting records or management reporting or has been calculated on the basis of financial information from the above-mentioned sources.

Statement of income (in million Euro)	Year ended 31 December 2024 (audited)	Year ended 31 December 2023 (audited)	Three months ended 31 March 2025	Three months ended 31 March 2024
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			(unaudited)	(unaudited)
Net interest income	13,065	13,602	3,670	3,129
Net commission and fee income	10,372	9,206	2,752	2,612
Provision for credit losses	1,830	1,505	471	439
Net gains (losses) on financial assets/liabilities at fair value through profit or loss	5,987	4,947	1,837	1,938
Profit (loss) before income taxes	5,291	5,678	2,837	2,036
Profit (loss)	3,505	4,892	2,012	1,451

Balance Sheet (amounts in million Euro, unless otherwise indicated)	31 December 2024 (audited, unless indicated otherwise)	31 December 2025 (audited, unless indicated otherwise)	31 March 2025 (unaudited)
Total assets	1,387,177	1,312,331	1,416,847
Senior debt (bonds and notes) (unaudited)	82,611	81,685	N/A
Subordinated debt (bonds and notes) (unaudited)	11,626	11,163	N/A
Loans at amortized cost	478,921	473,705	476,287
Deposits	666,261	622,035	664,922
Total equity	79,423	74,818	81,566
Common Equity Tier 1 capital ration (as percentage of risk-weighted assets)	13.8 %	13.7 %	13.8 %
Total capital ration (as percentage of risk-weighted assets)	19.2 %	18.6 %	19.2 %
Leverage ratio (unaudited)	4.6 %	4.5 %	

What are the key risks that are specific to the Issuer?

The Issuer is subject to the following key risks:

Macroeconomic, Geopolitical and Market Environment: Deutsche Bank is materially affected by global macroeconomic and market conditions. Significant challenges may arise from persistent inflation, higher interest rates for longer, potential for widespread trade tariffs, market volatility, and a deteriorating macroeconomic environment. These risks could negatively affect the business environment, leading to weaker economic activity and a broader correction in the financial markets. Materialization of these risks could negatively affect Deutsche Bank's results of operations and financial condition as well as Deutsche Bank's ability to meet financial targets. Deutsche Bank takes steps to manage these risks through its risk management and hedging activities but remains exposed to these macroeconomic and market risks.

Strategy and Business: If Deutsche Bank is unable to meet its 2025 financial targets or incur future losses or low profitability, Deutsche Bank's financial condition, results of operations and share price may be materially and adversely affected, and Deutsche Bank may be unable to make contemplated distributions or carry out share buybacks.

Regulation and Supervision: Prudential reforms and heightened regulatory scrutiny affecting the financial sector continue to have a significant impact on Deutsche Bank, which may adversely affect its business and, in cases of non-compliance, could lead to regulatory sanctions against Deutsche Bank, including prohibitions against Deutsche Bank making dividend payments, share repurchases or payments on its regulatory capital instruments, or increasing capital and liquidity requirements.

Internal Control Environment: A robust and effective internal control environment and adequate infrastructure (comprising people, policies and procedures, controls testing and IT systems) are necessary to enable Deutsche Bank to conduct its business in compliance with the laws, regulations and associated supervisory expectations applicable to Deutsche Bank. Deutsche Bank has identified the need to strengthen its internal control environment and infrastructure and has been required to do so in certain areas by its regulators. Deutsche Bank has undertaken initiatives to accomplish this. If these initiatives are not successful or proceed too slowly, Deutsche Bank's reputation, regulatory position and financial condition may be materially adversely affected, and its ability to achieve Deutsche Bank's strategic ambitions may be impaired.

Technology, Data and Innovation: Digital innovation may offer market entry opportunities for new competitors such as cross-industry entrants, global tech companies and financial technology companies. Therefore Deutsche Bank expects its businesses to have an increased need for investments in digital products and process recourses to remain competitive and protect Deutsche Bank from security threats. If the above investments are not made, there is a risk that Deutsche Bank could lose market share, which could have a material adverse effect on its financial results.

Litigation, Regulatory Enforcement Matters and Investigations: Deutsche Bank operates in a highly and increasingly regulated and litigious environment, potentially exposing Deutsche Bank to liability and other costs, the amounts of which may be substantial and difficult to estimate, as well as to legal and regulatory sanctions and reputational harm.

Climate Change and Environmental, Social and Governance (ESG)-Related Matters: The impacts of rising global temperatures and the associated policy, technology and behavioural changes required to limit global warming to no greater than 1.5°C above pre-industrial levels have led to emerging sources of financial and non-financial risks. These include the physical risk impacts from extreme weather events and transition risks as carbon-intensive sectors are faced with higher costs, potentially reduced demand and restricted access to financing. More rapid than currently expected emergence of transition and/or physical climate risks and other environmental risks may lead to increased credit and market losses as well as operational disruptions due to impacts on vendors and Deutsche Bank's own operations.

Other Risks: Deutsche Bank's risk management policies, procedures and methods leave Deutsche Bank exposed to unidentified or unanticipated risks, which could lead to material losses.

KEY INFORMATION ON THE SECURITIES

The Issuer: Deutsche Bank Aktiengesellschaft (commercial name: Deutsche Bank) is a credit institution and a stock corporation incorporated in Germany and accordingly operates under the laws of Germany. The Legal Entity Identifier (LEI) of Deutsche Bank is 7LTWFZYICNSX8D621K86. The Bank has its registered office in Frankfurt am Main, Germany. It maintains its head office at Taunusanlage 12, 60325 Frankfurt am Main, Germany.

Product name: Issue of up to USD 10,000,000 Credit Linked Notes linked to Electricite de France, due June 2035 (the "Securities") under the Issuer's Programme for the issuance of Credit Linked Securities.

Product identifiers

ISIN: XS3032930946

Common Code: 303293094

WKN: DH4M02

Valorenummer: 140600986

SSPA Product Type: Credit Linked Notes (1400)

(Further information is available at www.svsp-verband.ch)

Issue Date: 6 June 2025

Maturity Date: 22 June 2035

Type: The Securities are English law governed Notes.

Form: The Securities will be issued in bearer form and represented by a global security.

Rights attached to the Securities

The Securities are linked to the creditworthiness of Electricite de France (the “**Reference Entity**”).

In the event that the Reference Entity transfers all or a portion of its obligations to one or more other entities, those entities may be determined to be successors to the Reference Entity. In such circumstances, the terms of the Securities provide that such successor entity (or entities) may replace the Reference Entity for the purposes of the Securities.

Coupon

Subject as provided below, if no Credit Event (as described in more detail below) has occurred during the Credit Exposure Period, on each Coupon Payment Date each holder of a Security (a “**Securityholder**”) shall receive a coupon amount in the Specified Currency equal to the product of (1) the Nominal Amount and (2) the Coupon Rate and by then applying the Day Count Fraction to adjust this amount to reflect the length of the relevant Coupon Period. If a Credit Event does occur with respect to the Reference Entity during the Credit Exposure Period, no coupon amount will be payable in respect of any Coupon Payment Date falling on or after the occurrence of the Credit Event. If, in respect of any Coupon Payment Date, the determination is outstanding on whether a Credit Event has occurred, the payment of the relevant coupon amount due to be paid on such Coupon Payment Date may be postponed. If any coupon amount payments are postponed, a Securityholder will not receive any coupon amount or other payments to compensate for such postponement.

Credit Event: The occurrence of a “Credit Event” will be determined by a CDDC, or, in the absence of a determination by the CDDC, by the Calculation Agent, based on the rules for credit derivatives prepared and published by ISDA. A Credit Event may be determined to have occurred if any of the following occurs:

- Bankruptcy, where the Reference Entity experiences insolvency, bankruptcy or related events.
- Failure to Pay, where the Reference Entity fails to make payments due on its debt above a prescribed threshold.
- Restructuring, where the Reference Entity’s debt is restructured on terms that are detrimental to the holder(s) of the relevant debt in a form that is binding on all holders.

Maturity

If a Credit Event has not occurred during the Credit Exposure Period, a holder of the Securities will receive on the Maturity Date a redemption amount in the Specified Currency equal to the Nominal Amount.

If, in respect of the Maturity Date, the determination is outstanding on whether a Credit Event has occurred, the payment of the redemption amount (if any) may be postponed. If the redemption amount is postponed, a Securityholder will not receive any interest or other payments to compensate for such postponement unless no Credit Event has

occurred in which case interest at an overnight deposit rate will be payable in respect of the postponed payment of the redemption amount.

Early Redemption

Early redemption following the occurrence of a Credit Event

If a Credit Event has occurred with respect to the Reference Entity during the Credit Exposure Period, a holder of the Securities will receive on the Credit Event Redemption Date an amount in the Specified Currency equal to the product of (i) the Nominal Amount and (ii) the Settlement Price (as described in more detail below). This amount is likely to be less than the Nominal Amount (and in some cases may be zero) and, therefore, a Securityholder is likely to suffer a loss of a substantial portion, and possibly all, of their investment in such circumstances.

Settlement Price: The “Settlement Price” is determined based on the price of certain obligations of the Reference Entity of the relevant seniority following the occurrence of the relevant Credit Event. The Settlement Price will be determined, either:

- (i) through a standardised auction process, organised by a CDDC. The auction will involve a bidding process by institutions participating in the relevant auction pursuant to a bidding procedure set by ISDA, to establish the value of certain eligible obligations of the Reference Entity which may include bonds, loans and guarantees. The outcome of any auction is likely to reflect the prevailing price of the cheapest relevant obligation(s) of the Reference Entity, or
- (ii) where a relevant auction does not happen, by the Calculation Agent manually seeking quotes from market dealers to determine a “final price” for the relevant obligation(s).

As such, the amount a Securityholder shall receive upon early redemption of the Securities following the occurrence of a Credit Event takes into account the percentage reduction in the price of the Reference Entity’s obligations of the relevant seniority following the occurrence of the relevant Credit Event.

Early redemption following the occurrence of an Event of Default

The occurrence of any of the following events with respect to the Issuer shall constitute an “Event of Default”: (i) the Issuer fails to pay principal or interest within in respect of the Securities 30 calendar days of the relevant due date; (ii) the Issuer fails duly to perform any other obligation arising from the Securities, if such failure continues for more than 60 days after the Issuer has received notice thereof from a Securityholder; (iii) the Issuer announces its inability to meet its financial obligations or ceases its payments; or (iv) a court in Germany opens insolvency proceedings against the Issuer.

A Security may be redeemed early by the relevant Securityholder following an Event of Default. In such circumstances, the amount payable to Securityholders will be an amount (which may never be less than zero) calculated by the Calculation Agent, in good faith and a commercially reasonable manner, equal to the fair market value of the Securities held by the relevant Securityholder, together with interest accrued to (but excluding) the day the relevant Event of Default occurred. For the purposes of determining the fair market value, no account shall be taken of the financial condition of the Issuer, which shall be presumed to be able to perform fully its obligations in respect of the Securities.

Early redemption for illegality or force majeure

If the Issuer determines that, for reasons beyond its control:

- (i) an event or circumstance (other than any action taken by the Issuer) occurs after the Issue Date of the Securities as a result of which it becomes unlawful under any applicable law (including without limitation the laws of any country in which payment, delivery or compliance is required by the Issuer), on any day, or it would be unlawful if the relevant payment, delivery or compliance were required on that day, for the Issuer to (a) make or receive payments or deliveries, (b) perform any absolute or contingent obligation to make a payment or delivery, (c) receive a payment or delivery or (d) comply with any other material provision; or
- (ii) a force majeure or act of state occurs after the Issue Date of the Securities, and the Issuer cannot, using all reasonable efforts (which will not require the Issuer to incur a loss, other than immaterial, incidental expenses),

overcome such prevention, impossibility or impracticability in respect of the Securities and either (a) the Issuer is prevented from performing any absolute or contingent obligation to make a payment or delivery, from receiving a payment or delivery, or from complying with any other material provision (or would be so prevented if such payment, delivery or compliance were required on that day) or (b) it becomes impossible or impracticable for the Issuer to perform any absolute or contingent obligation to make a payment or delivery, to receive a payment or delivery, or to comply with any other material provision,

the Issuer may, at its discretion and without obligation, terminate the Securities early. If the Issuer redeems the Securities early, the Issuer will pay the holder of each such Security an amount determined by the Calculation Agent, acting in good faith and a commercially reasonable manner, to be its fair market value notwithstanding the illegality or impracticality, together with any coupon amount accrued.

Early redemption for a Merger Event

The Securities may be redeemed early if the Issuer consolidates, amalgamates with, or merges into, or transfers all or substantially all of its assets to, the Reference Entity or vice versa, or the Issuer and the Reference Entity become affiliates. In such circumstances, each Security may be redeemed by the Issuer at an amount equal to the Nominal Amount, together with any coupon amount accrued.

Issuer right to redeem Securities

The Issuer has an early redemption option and therefore has the right, on giving not less than a specified period of notice to Securityholders, as applicable, to redeem all outstanding Securities on any Issuer Early Redemption Date at a Redemption Amount equal to the Reference Amount (as applicable), together in each case with any Coupon Amount accrued as provided in the Product Conditions. The early redemption of the Securities in such circumstances may result in the Securityholders receiving less than their expected return if the Securities had been redeemed as their scheduled redemption.

Taxation

All payments or, as the case may be, deliveries in respect of the Securities will be subject in all cases to all applicable fiscal and other laws and regulations (including, where applicable, laws requiring the deduction or withholding for, or on account of, any tax, duty or other charge whatsoever). The Issuer shall have the right, but shall not be obliged, to withhold or deduct from any amount payable or, as the case may be, any delivery due to the Securityholder, such amount or portion as shall be necessary to account for or to pay any such tax, duty, charge, withholding or other amount.

Governing Law:

The Securities will be governed by English law.

Definitions:

“**Calculation Agent**” means Deutsche Bank AG, London Branch of 21 Moorfields, London, EC2Y 9DB, United Kingdom.

“**CDDC**” means an ISDA Credit Derivatives Determination Committee.

“**Coupon Accrual Date**” means each 20 June in each year from (and including) 20 June 2026 to (and including) 20 June 2035 (the “**Final Coupon Accrual Date**”), in each case unadjusted for any business day convention.

“**Coupon Payment Date**” means each of (i) each day falling two business days following each Coupon Accrual Date in the period from (and including) the Issue Date to (but excluding) the Final Coupon Accrual Date and (ii) the Maturity Date, and if any such Coupon Payment Date would otherwise fall on a day which is not a payment day for the purposes of the Securities, such Coupon Payment Date shall be postponed to the next day which is a payment day.

“**Coupon Period**” means the period from (and including) the Issue Date to (but excluding) the first Coupon Accrual Date and each successive period from (and including) a Coupon Accrual Date to (but excluding) the next following Coupon Accrual Date.

“**Coupon Rate**” means 6.22 per cent per annum

“**Credit Event Redemption Date**” means the second business day following the determination of the Settlement Price.

“**Credit Exposure Period**” means the period from (and including) the Trade Date to (and including) 20 June 2035.

“**Day Count Fraction**” 30/360.

“**ISDA**” means the International Swaps and Derivatives Association, Inc.

“**Issuer Early Redemption Date**” means the Coupon Payment Date in respect of each Coupon Accrual Date scheduled to fall on 20 June in each year in the period from (and including) the Coupon Accrual Date scheduled to fall on 20 June 2028 to (and including) the Coupon Accrual Date scheduled to fall on 20 June 2034, provided that if the specified Issuer Early Redemption Date is not a Business Day, the Issuer Early Redemption Date shall be the following Business Day.

“**Nominal Amount**” means USD 10,000 per Security.

“**Trade Date**” means 28 May 2025.

Specified Currency: United States dollar (“**USD**”)

KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC

Issue Price: 100 per cent. of the Nominal Amount per Security

Offer Jurisdiction: Switzerland

Swiss Offer Period: From (and including) 27 May 2025 until 15:00 Zurich time on 28 May 2025

Offer Price: Issue Price

Distributor: Vontobel, Bleicherweg 21, Zurich ZH 8022, CH

Selling Restrictions

The Securities, or any interests therein, may not be offered or sold except to, or for the account or benefit of, non-U.S. persons located outside the United States in reliance on Regulation S under the United States Securities Act of 1933 (as amended).

The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom.