

PROHIBITION OF SALES TO RETAIL INVESTORS IN THE EUROPEAN ECONOMIC AREA

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 European Economic Area ("**EEA**"). Consequently no key information document required by Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC (IMD), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor in accordance with the Prospectus Regulation.

PROHIBITION OF SALES TO RETAIL INVESTORS in the UK – 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 ("**UK**"). For these purposes, a retail investor means a person who is neither: (i) 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 European Union (Withdrawal) Act 2018 ("**EUWA**"); nor (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Final Terms no. 123 dated 30 April 2026

DEUTSCHE BANK AG

Issue of up to 20,000 Zero Callable Linear Note in EUR with a 10-year maturity (corresponds to product no. N79 in the *Securities Note*) at USD 1,000 each with an aggregate nominal amount of up to USD 20,000,000

(the "**Securities**")

under its **X-markets** Programme for the Issuance of *Certificates, Warrants and Notes*

Issue Price: 100.00 per cent. of the Nominal Amount per Security

WKN/ISIN: DH5FTH / XS3324759672

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The Securities do not constitute a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes ("**CISA**"). The Securities are neither subject to the authorisation nor to the supervision by the Swiss Financial Market Supervisory Authority FINMA and investors do not benefit from the specific investor protection provided under the CISA. Investors should be aware that they are exposed to the credit risk of the Issuer.

These Final Terms must be read together with the Securities Note, which was included as a foreign prospectus, which is deemed approved also in Switzerland pursuant to Article 54 para. 2 of the Swiss Federal Act on Financial Services ("**Financial Services Act**"; "**FinSA**") in the list of approved prospectuses and deposited with the relevant reviewing body (*Prüfstelle*) and published pursuant to Article 64 FinSA. These Final Terms will also be deposited with such reviewing body and published pursuant to Article 64 FinSA.

This document constitutes the Final Terms of the Securities described herein and comprises the following parts:

Economic terms of the Securities

Terms and Conditions (Specific Terms of the Securities)

Further information about the offering of the Securities

Issue-specific summary

These Final Terms have been prepared for the purposes of Article 8(5) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus, comprising the Securities Note dated 19 June 2025 and any further supplements (the "Securities Note") and the Registration Document dated 6 May 2025, as supplemented (the "Registration Document"), in order to obtain all relevant information. Full information on the Issuer and the Securities is only available on the basis of the combination of these Final Terms, the Securities Note and the Registration Document.

The Securities Note dated 19 June 2025, the Registration Document dated 6 May 2025, any supplements to the Base Prospectus or the Registration Document, and the Final Terms are published, in accordance with Article 21(2)(a) of the Prospectus Regulation, in electronic form on the Issuer's website (www.xmarkets.db.com).

In addition, the Securities Note dated 19 June 2025 and the Registration Document dated 6 May 2025 and any supplements to the Base Prospectus or the Registration Document shall be available free of charge at the registered office of the Issuer, Deutsche Bank AG, Mainzer Landstrasse 11-17, 60329 Frankfurt am Main and its Zurich Branch, Uraniastrasse 9, P.O. Box 3604, CH-8021 Zurich, Switzerland (where these can also be ordered by telephone +41 44 227 3781 or fax +41 44 227 3084).

A summary of the individual issuance is annexed to the Final Terms.

Terms not otherwise defined herein shall have the meaning given in the General Conditions of the Securities set out in the Terms and Conditions.

Economic terms of the Securities

The following description of the Security explains the economic terms of the Security and its characteristics.

Product No. N79: Zero Coupon Note with Issuer Redemption Right
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The Zero Coupon Note with Issuer Redemption Right is capital-protected at maturity. Capital protection means that redemption of the Zero Coupon Note with Issuer Redemption Right at maturity is promised at least at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

The Issuer may by giving notice to holders to redeem the Notes on any Redemption Date. If the Issuer exercises its right to do so, the Notes will be redeemed early at a specified percentage of the Nominal Amount on the relevant Redemption Date.

This Zero Coupon Note with Issuer Redemption Right may be redeemed early by the Issuer before the Settlement Date by giving notice to holders on more Issuer Redemption Dates without any specific conditions needing to be fulfilled. Early redemption will be at a specified percentage of the Issue Price.

On the Settlement Date investors receive a Cash Amount equal to a specified percentage of the Issue Price.

Terms and Conditions

The following "**Specific Terms of the Securities**" relating to the Securities shall, for the relevant Series of Securities, complete and put in concrete terms the General Conditions of the Securities for the purposes of such Series of Securities. The Specific Terms of the Securities and the General Conditions of the Securities together constitute the "**Terms and Conditions**" of the relevant Securities.

Security Type	Notes / Zero Coupon Note with Issuer Redemption Right
ISIN	XS3324759672
WKN	DH5FTH
Common Code	332475967
Valoren	154359382
Issuer	Deutsche Bank AG, Frankfurt am Main
Number of the Securities	Up to 20,000 Securities at USD 1,000 each with an aggregate nominal amount of up to USD 20,000,000
Issue Price	100.00 per cent. of the Nominal Amount per Note
Issue Date	26 May 2026
Value Date	26 May 2026
Nominal Amount	USD 1,000 per Note
Calculation Agent	Deutsche Bank AG, London Branch
Underlying	None
Settlement	Cash Settlement
Coupon	Coupon Payment does not apply

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Payment

Business Day Convention	Modified Following Business Day Convention
Settlement Date	26 May 2036 provided, however, that if a Redemption Notice is delivered by the Issuer pursuant to the exercise of the Redemption Right, the Settlement Date shall be the Redemption Date.
Redemption Right	Redemption Right of the Issuer applies
Redemption Dates	26 May 2027, 26 May 2028, 26 May 2029, 26 May 2030, 26 May 2031, 26 May 2032, 26 May 2033, 26 May 2034 and 26 May 2035.
Redemption Notice Time Span	The fifth Business Day preceding each Redemption Date

Product no. N79: Zero Coupon Note with Issuer Redemption Right

- Cash Amount
- a) If the Issuer does not exercise its Issuer Redemption Right, then on the Settlement Date, an amount equal to 165.00 percent of the Nominal Amount,
- b) if the Issuer exercises its Issuer Redemption Right, the Cash Amount set out next to the Redemption Date below:

Issuer Redemption Right Notice Date	Cash Amount
The First Issuer Redemption Right Notice Date	106.25 percent of the Nominal Amount
The Second Issuer Redemption Right Notice Date	112.50 percent of the Nominal Amount
The Third Issuer Redemption Right Notice Date	118.75 percent of the Nominal Amount
The Fourth Issuer Redemption Right Notice Date	125.00 percent of the Nominal Amount
The Fifth Issuer Redemption Right Notice Date	131.25 percent of the Nominal Amount

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The Sixth Issuer Redemption Right Notice Date	137.50 percent of the Nominal Amount
The Seventh Issuer Redemption Right Notice Date	143.75 percent of the Nominal Amount
The Eighth Issuer Redemption Right Notice Date	150.00 percent of the Nominal Amount
The Last Issuer Redemption Right Notice Date	156.25 percent of the Nominal Amount

Issuer Redemption Right Notice Date 26 May 2027 (the “**First Issuer Redemption Right Notice Date**”), 26 May 2028 (the “**Second Issuer Redemption Right Notice Date**”), 26 May 2029 (the “**Third Issuer Redemption Right Notice Date**”), 26 May 2030 (the “**Fourth Issuer Redemption Right Notice Date**”), 26 May 2031 (the “**Fifth Issuer Redemption Right Notice Date**”), 26 May 2032 (the “**Sixth Issuer Redemption Right Notice Date**”), 26 May 2033 (the “**Seventh Issuer Redemption Right Notice Date**”), 26 May 2034 (the “**Eighth Issuer Redemption Right Notice Date**”) and 26 May 2035 (the “**Last Issuer Redemption Right Notice Date**”).

Further Definitions Applicable to the Securities

Type of Exercise European Style

Settlement Currency United States Dollars (“**USD**”)

Business Day A day on which the real-time gross settlement system operated by the Eurosystem (or any successor system) (T2) is open for the settlement of payments in Euro, and on which commercial banks and foreign exchange markets settle payments in the Business Day Locations specified in the Specific Terms of the Securities and on which each relevant Clearing Agent settles payments. Saturday and Sunday are not considered Business Days.

Business Day Locations Frankfurt am Main, London and New York City

Minimum Redemption Amount Payable Applicable.

Minimum Redemption Amount 106.25 percent of the Nominal Amount

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Eligible Liabilities Format	Applicable
Form of Securities	Global Security in bearer form
Clearing Agent	Euroclear Bank S.A./N.V., 1 boulevard Albert II, 1210 Bruxelles, Belgium Clearstream Banking Luxembourg S.A., 42 avenue John F.Kennedy, L-1855 Luxembourg
Governing Law	English law

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Further information about the offering of the Securities

Listing and trading

Listing and trading No application has been made to admit the Securities to the regulated market of any exchange.

Minimum trade size One Security (USD 1,000)

Estimate of total expenses related to admission to trading Not applicable

Offering of Securities

Investor minimum subscription amount One Security

Investor maximum subscription amount Not applicable

The subscription period Applications to subscribe for the Securities may be made via the distribution agents from 30 April 2026 (16:00 CET) (inclusively) until the "Primary Market End Date" which is 12 May 2026 (16:00 CET) (inclusively).

The Issuer reserves the right for any reason to reduce the number of Securities offered.

In the event that, during the subscription period the requests exceed the amount of the offer destined to prospective investors equal to the maximum aggregate nominal amount, the Issuer may proceed to early terminate the subscription period and may immediately suspend the acceptance of further requests.

Any such change or any amendment to the Subscription Period will be communicated to investors by means of a notice published on the website of the Issuer (www.xmarkets.db.com).

The offering period The offer of the Securities starts on 30 April 2026 (16:00 CET) and ends with the close of 12 May 2026 at 16:00 CET (end of the primary market). In any event, the offer ends with the expiry of the validity of the Prospectus, unless another prospectus provides for a continuing offer.

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	The Issuer reserves the right for any reason to reduce the number of Securities offered.
Cancellation of the issuance of the 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>
Early closing of the subscription period of the Securities	<p>The Issuer reserves the right for any reason to close the subscription period early.</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>
Early closing of the offering period of the Securities	<p>The Issuer reserves the right for any reason to close the offering period early.</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>
Conditions to which the offer is subject:	Not applicable
Description of the application process:	<p>Applications for the Securities can be made in Switzerland at participating branches of a Distributor.</p> <p>Applications will be in accordance with the relevant Distributor's usual procedures, notified to investors by the relevant Distributor</p> <p>Prospective investors will not be required to enter into any contractual arrangements directly with the Issuer relating to the subscription for the Securities</p>
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not applicable
Details of the method and time limits for paying up and delivering the Securities:	Investors will be notified by the Issuer or 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 and the Securities will be delivered on the Value Date against payment to the Issuer of the net subscription price.

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Manner in and date on which results of the offer are to be made public:	The results of the offering are available free of charge at the offices of the respective paying agent from the third business day after the Issue Date.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not applicable
Categories of potential investors to which the Securities are offered and whether tranche(s) have been reserved for certain countries:	<p>Qualified investors with the meaning of the Prospectus Regulation and private clients (within the meaning of FinSA) in Switzerland.</p> <p>The Offer may be made in Switzerland to any person which complies with all other requirements for investment as set out in the Securities Note or otherwise determined by the Issuer and/or the relevant financial intermediaries. In other EEA countries, offers will only be made pursuant to an exemption under the Prospectus Regulation.</p>
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not applicable.
Name(s) and address(es), to the extent known to the Issuer, of the placement agents in the various countries where the offer takes place.	UBS AG, Bahnhofstrasse 45, CH-8001 Zurich, Switzerland (the " Distributor " and together with any other entities appointed as a distributor in respect of the Securities during the Subscription Period, the " Distributors ").
Non-exempt offer in the European Economic Area (EEA) and Switzerland:	An offer of the Securities may be made within the scope of the consent to use the prospectus granted below other than pursuant to Article 1 (4) of the Prospectus Regulation in Switzerland (the " Offer State ") during the Offering Period (as specified above).
Consent to use of Prospectus:	The Issuer consents to the use of the Prospectus in Switzerland by the following Financial Intermediaries: UBS AG, Bahnhofstrasse 45, CH-8001 Zurich, Switzerland. Consent for the subsequent resale or final placement of Securities by the specified financial intermediaries is given in relation to public offerings in Switzerland during the Offering Period during which subsequent resale or final placement of the Securities can be made, provided however, that the Prospectus is still valid according to Article 55 of the FinSA.
Prohibition of Sales to Retail Investors in the European Economic Area	Applicable

Fees

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Fees paid by the Issuer to the distributor

Trailer Fee Not applicable

Placement Fee up to 2.00 per cent of the Issue Price

Collectively, such fees are equivalent to approximately 0.20 per cent. per annum.

Fees charged by the Issuer to the Securityholders post issuance Not applicable

Costs/Distribution Fees

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Ex-ante entry costs: 3.50 %
Ex-ante exit costs 1.00 %

Ex-ante running costs on yearly basis: 0

Other expenses and taxes: none

Determination of the price by the Issuer Both the Initial Issue Price of the *Zero Callable Linear Note in EUR with a 10-year maturity* and the bid and ask prices quoted by the Issuer during its term are based on the Issuer's internal pricing models. Accordingly, unlike in an on exchange trading, for example for shares, the prices quoted during the term are not based on supply and demand. The prices in particular contain a margin which the Issuer determines at its free discretion and which may cover, in addition to the Issuer's proceeds, the costs of structuring, market making and settlement of *Zero Callable Linear Note in EUR with a 10-year maturity*, any applicable sales costs (distribution fee) and other costs.

Distribution fee Placement fee: up to 2.00 per cent of the Issue Price. The Issuer will either pay the placement fee from the issue proceeds as a one-off turnover-related distribution fee to the bank that sold the *Zero Callable Linear Note in EUR with a 10-year maturity* to the customer (principal bank), or grant the latter a corresponding discount from the Initial Issue Price.

Security ratings

Rating The Securities have not been rated.

Interests of natural and legal persons involved in the issue

Interests of natural and legal persons involved in the issue Save for the Distributor regarding the fees as set out under "Fees" above, so far as the Issuer is aware, no

person involved in the issue of the Securities has an interest material to the offer.

Further information published by the Issuer

The Issuer does not intend to provide any further information on the Underlying.

Country specific information:

Offers may be made in Switzerland to any person which complies with all other requirements for investment as set out in the Base Prospectus or otherwise determined by the Issuer and/or the relevant financial intermediaries.

Agent in Switzerland:

Deutsche Bank AG, acting through its Zurich branch, being as at the Issue Date at the following address: Uraniastrasse 9, Post box 3604, 8021 Zurich, Switzerland.

Annex to the Final Terms - Issue-specific summary

Section A – Introduction containing warnings

Warnings

- a) The summary should be read as an introduction to the Prospectus.
- b) Investors should base any decision to invest in the securities on a consideration of the Prospectus as a whole.
- c) Investors could lose all (total loss) or part of their invested capital.
- d) Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investors might, under national law, have to bear the costs of translating the Prospectus, including any supplements, as well as the corresponding Final Terms before the legal proceedings are initiated.
- e) Civil liability attaches only to those persons who have tabled and submitted the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.
- f) You are about to purchase a product that is not simple and may be difficult to understand

Introductory information

Name and international securities identification number

The Notes (the “Securities”) offered under this Prospectus have the following securities identification numbers: ISIN: XS3324759672

Contact details of the issuer

The Issuer (with Legal Entity Identifier (LEI) 7LTWFZYICNSX8D621K86) has its registered office at Taunusanlage 12, 60325 Frankfurt am Main, Federal Republic of Germany (telephone: +49-69-910-00).

Approval of the prospectus; competent authority

The Prospectus consists of a Securities Notes and a Registration Document. The Securities Note has been approved by the Commission de Surveillance du Secteur Financier (“CSSF”) on 19 June 2025. The Registration Document has been approved by the CSSF on 6 May 2025. The business address of the CSSF is: 283, route d’Arlon, L-1150 Luxembourg, Luxembourg (telephone: +352 (0)26 251-1).

Section B – 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 realize 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; Investment Bank; Private Bank; Asset Management; and Corporate & Other.

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, representative offices, and one or more representatives assigned to serve customers.

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, Raja Akram, Fabrizio Campelli, Marcus Chromik, Bernd Leukert, Alexander von zur Mühlen, Laura Padovani, Claudio de Sanctis and Rebecca Short.

Statutory auditors

With effect as of 1 January 2020, EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft (previously: Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft) ("EY") has been appointed as independent auditor of Deutsche Bank. EY is a member of the German chamber of public accountants (*Wirtschaftsprüfer-kammer*).

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 2024 and 31 December 2025 has been extracted or derived from Deutsche Bank's audited consolidated financial statements for the financial year 2025, prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") and adopted by the European Union ("EU") ("IFRSs"). Deutsche Bank's audited consolidated financial statements for the financial years ended 31 December 2024 and 31 December 2025 were prepared in accordance with IFRSs and the additional requirements of German commercial law pursuant to Sec. 315e (1) of the German Commercial Code (*Handelsgesetzbuch*, HGB).

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 2025 (audited)	Year ended 31 December 2024 (audited)
Net interest income	15,691	13,065
Net commission and fee income	10,891	10,372
Provision for credit losses	1,707	1,830
Net gains (losses) on financial assets/liabilities at fair value through profit or loss	5,160	5,987
Profit (loss) before income taxes	9,731	5,291
Profit (loss)	7,139	3,505

Balance sheet (amounts in million Euro, unless indicated otherwise)	31 December 2025 (audited, unless indicated otherwise)	31 December 2024 (audited, unless indicated otherwise)
Total assets	1,435,067	1,387,177
Senior debt (bonds and notes) (unaudited)	80,201	82,610
Subordinated debt (bonds and notes) (unaudited)	8,212	11,626
Loans at amortized cost	472,620	478,921
Deposits	691,828	666,261
Total equity	80,203	79,432
Common Equity Tier 1 capital ratio (as percentage of risk-weighted assets)	14.2 %	13.8 %
Total capital ratio (as percentage of risk-weighted assets)	19.5 %	19.2 %
Leverage ratio (unaudited)	4.6 %	4.6 %

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, geopolitical and market conditions. Significant challenges may arise from evolving global trade tensions, political instability, asset deterioration, 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 achieve its strategic plans and 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 2028 financial targets due to a significant deterioration in the global macroeconomic environment, an adverse change in market confidence in the banking sector and/or client behavior, Deutsche Bank may incur unexpected losses or experience lower than planned profitability. This could result in an erosion of Deutsche Bank's capital or liquidity base, which could adversely affect its ability to access the debt capital markets or to sell assets during periods of market or firm specific liquidity constraints. This may significantly impact Deutsche Bank's business model, results of operations, and ability to make desired cash distributions and 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 regulatory capital and liquidity requirements. Regulatory changes may impact how key subsidiaries are funded which could affect how businesses operate and negatively impact results. Regulatory actions may also require Deutsche Bank to change its business model or result in some business activities becoming unviable.

Internal Control Environment: A robust and effective internal control environment and adequate infrastructure (comprising people, policies and procedures, controls, testing, IT systems and data) are necessary to ensure Deutsche Bank conducts its business and performs its processes in compliance with applicable laws, regulations, and associated supervisory expectations. While Deutsche Bank seeks to enhance the effectiveness of its internal control environment to align with updated regulatory requirements and to close gaps identified by Deutsche Bank and/or by regulators and monitors, if progress is slower than anticipated or Deutsche Bank fails to deliver durable improvements, Deutsche Bank's reputation, regulatory position and financial results could be adversely affected.

Technology, Data and Innovation: The speed of innovation in areas such as artificial intelligence (AI) and new market entrants may increase competition, disrupt Deutsche Bank's businesses and increase investment costs. AI has the potential to amplify existing risk factors across various domains. The emergence of agentic AI solutions has the potential to enable autonomous decision making within processes, increasing the probability of undetected mistakes. If Deutsche Bank does not address these emerging risks, it may face compliance issues, operational inefficiencies and potential losses, along with reputational risks that could weaken the market's confidence in Deutsche Bank's ability to apply AI responsibly.

Litigation, Regulatory Enforcement Matters, Investigations and Tax Examinations: Deutsche Bank operates in a highly 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, nature degradation and the associated policy, technology and behavioral 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 the risk that financial institutions face from increased scrutiny from governments, regulators, shareholders, and other bodies. The emergence of significantly diverging (and sometimes conflicting) ESG regulatory and/or disclosure standards across jurisdictions could lead to higher costs, including compliance costs, and increased risks of failing to meet the respective regulatory requirements in each jurisdiction.

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.

Section C – Key information on the securities

What are the main features of the securities?

Type of securities

The Securities are *Notes*.

Class of securities

The Securities will be represented by a global security (the "**Global Security**"). No definitive Securities will be issued. The Securities will be issued in bearer form.

Securities identification number(s) of the securities

ISIN: XS3324759672 / WKN: DH5FTH

Applicable law of the securities

The Securities will be governed by English law. The constituting of the Securities may be governed by the laws of the jurisdiction of the Clearing Agent.

Restrictions on the free transferability of the securities

Each Security is transferable in accordance with applicable law and any rules and procedures for the time being of any Clearing Agent through whose books such Security is transferred.

Status of the securities

The Securities constitute unsecured and unsubordinated preferred liabilities of the Issuer ranking *pari passu* among themselves and *pari passu* with all other unsecured and unsubordinated preferred liabilities of the Issuer, subject, however, to statutory priorities conferred to certain unsecured and unsubordinated preferred liabilities in the event of Resolution Measures imposed on the Issuer or in the event of the dissolution, liquidation, Insolvency, composition or other proceedings for the avoidance of Insolvency of, or against, the Issuer.

Ranking of the securities

The ranking of the Issuer's liabilities in insolvency or in the event of the imposition of Resolution Measures, such as a bail-in, is determined by German law. The Securities are unsecured unsubordinated preferred liabilities that would rank higher than the Issuer's regulatory capital, its subordinated liabilities and its unsecured unsubordinated non-preferred liabilities. The liabilities under the Securities rank *pari passu* with other unsecured unsubordinated preferred liabilities of the Issuer, including but not limited to derivatives, structured products and deposits not subject to protection. The liabilities under the Securities rank below liabilities protected

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in Insolvency or excluded from Resolution Measures, such as certain protected deposits. In accordance with § 46f(5) of the German Banking Act (Kreditwesengesetz, "KWG"), the obligations under such Securities rank in priority of those under debt instruments of the Issuer within the meaning of Section 46f(6) sentence 1 KWG (also in conjunction with § 46f(9) KWG) or any successor provision, including eligible liabilities within the meaning of Articles 72a and 72b(2) CRR.

Rights attached to the securities

The Securities provide holders of the Securities, on redemption or upon exercise, subject to a total loss, with a claim for payment of a cash amount.

The Zero Coupon Note with Issuer Redemption Right is capital-protected at maturity. Capital protection means that redemption of the Zero Coupon Note with Issuer Redemption Right at maturity is promised at least at the Nominal Amount. The redemption, which will not take place until maturity, is not guaranteed by a third party, but solely assured by the Issuer and is therefore dependent on the Issuer's ability to meet its payment obligations.

The Issuer may by giving notice to holders to redeem the Notes on any Redemption Date. If the Issuer exercises its right to do so, the Notes will be redeemed early at a specified percentage of the Nominal Amount on the relevant Redemption Date.

This Zero Coupon Note with Issuer Redemption Right may be redeemed early by the Issuer before the Settlement Date by giving notice to holders more Issuer Redemption Dates without any specific conditions needing to be fulfilled. Early redemption will be at a specified percentage of the Nominal Amount.

On the Settlement Date investors receive a Cash Amount equal to a specified percentage of the Nominal Amount.

Security Type	Notes / Zero Coupon Note with Issuer Redemption Right	
Issue Date	26 May 2026	
Value Date	26 May 2026	
Nominal Amount	USD 1,000 per Note	
Business Day Convention	Modified Following Business Day Convention	
Settlement Date	26 May 2036 provided, however, that if a Redemption Notice is delivered by the Issuer pursuant to the exercise of the Redemption Right, the Settlement Date shall be the Redemption Date.	
Redemption Right	Redemption Right of the Issuer applies	
Redemption Dates	26 May 2027, 26 May 2028, 26 May 2029, 26 May 2030, 26 May 2031, 26 May 2032, 26 May 2033, 26 May 2034 and 26 May 2035.	
Redemption Notice Time Span	The fifth Business Day preceding each Redemption Date	
Cash Amount	a) If the Issuer does not exercise its Issuer Redemption Right, then on the Settlement Date, an amount equal to 165.00% percent of the Nominal Amount,	
	b) if the Issuer exercises its Issuer Redemption Right, the Cash Amount set out next to the Redemption Date below:	
	Issuer Redemption Right Notice Date	Cash Amount
	The First Issuer Redemption Right Notice Date	106.25 percent of the Nominal Amount
	The Second Issuer Redemption Right Notice Date	112.50 percent of the Nominal Amount
	The Third Issuer Redemption Right Notice Date	118.75 percent of the Nominal Amount
	The Fourth Issuer Redemption Right Notice Date	125.00 percent of the Nominal Amount
The Fifth Issuer Redemption Right Notice Date	131.25 percent of the Nominal Amount	

	The Sixth Issuer Redemption Right Notice Date	137.50 percent of the Nominal Amount
	The Seventh Issuer Redemption Right Notice Date	143.75 percent of the Nominal Amount
	The Eighth Issuer Redemption Right Notice Date	150.00 percent of the Nominal Amount
	The Last Issuer Redemption Right Notice Date	156.25 percent of the Nominal Amount
Issuer Redemption Right Notice Date	26 May 2027 (the “ First Issuer Redemption Right Notice Date ”), 26 May 2028 (the “ Second Issuer Redemption Right Notice Date ”), 26 May 2029 (the “ Third Issuer Redemption Right Notice Date ”), 26 May 2030 (the “ Fourth Issuer Redemption Right Notice Date ”), 26 May 2031 (the “ Fifth Issuer Redemption Right Notice Date ”), 26 May 2032 (the “ Sixth Issuer Redemption Right Notice Date ”), 26 May 2033 (the “ Seventh Issuer Redemption Right Notice Date ”), 26 May 2034 (the “ Eighth Issuer Redemption Right Notice Date ”) and 26 May 2035 (the “ Last Issuer Redemption Right Notice Date ”).	
Minimum Redemption Amount Payable	Applicable.	
Minimum Redemption Amount	106.25 percent of the Nominal Amount	

Number of Securities:	Up to 20,000 Securities at USD 1,000.00 each with an aggregate nominal amount of up to USD 20,000,000
Currency:	United States Dollars (“ USD ”)
Name and address of the Paying Agent:	Deutsche Bank AG, Taunusanlage 12, 60325 Frankfurt am Main, Germany
Name and address of the Calculation Agent:	Deutsche Bank AG, London Branch, 21 Moorfields, EC2Y 9DB, London, United Kingdom.

Limitations to the rights attached to the Securities

Under the conditions set out in the Terms and Conditions, the Issuer is entitled to terminate the Securities and to amend the Terms and Conditions.

Where will the securities be traded?

No application has been made to admit the Securities to the regulated market of any exchange.

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

Risks associated with Adjustment and Termination Events

Subject to certain conditions being met, the Issuer may adjust the Final Terms or terminate the Securities. In case of a termination, the Issuer will pay, usually prior to the scheduled settlement date of the Securities, an amount determined by the Calculation Agent. Such amount may be significantly less than an investor’s initial investment in Securities and in certain circumstances may be zero. Any adjustment or termination of the Securities may lead to a loss in value of the Securities or may at maturity lead to the realisation of losses or even to the total loss of the invested amount. It is also not excluded that an adjustment measure will later prove to be incorrect or to be disadvantageous for Securityholders. A Securityholder could also be put in an economically worse position by the adjustment measure than before such adjustment measure.

Risks associated with an early redemption right for the Issuer

The Securities provide for an early redemption right for the Issuer. Therefore, they are likely to have a lower Market Value than otherwise identical Securities which do not contain such an early redemption right. During any period when the Issuer may effect an early redemption of the Securities, the Market Value of those Securities generally will not rise substantially above the price at which early redemption may be effected. This effect may occur in advance of such periods. In such a case, investors may suffer a loss.

Exchange rate / currency risks

An investment in the Securities involves exchange rate and/or currency risks, if the Settlement Currency of the Securities is different from the currency of a Securityholder’s home jurisdiction. In addition to the risk of an adverse development of the Underlying there is the risk of a loss in value of the relevant rate of exchange which can, respectively, offset any favourable development of the Underlying.

The Securities may be Illiquid

It is not possible to predict if and to what extent a secondary market may develop in the Securities or at what price the Securities will trade in the secondary market or whether such market will be liquid. Insofar and as long as the Securities are listed or quoted or admitted to trading on a stock exchange, no assurance is given that any such listing or quotation or admission to trading will be maintained. Higher liquidity does not necessarily result from a listing, quotation or admission to trading. If the Securities are not listed or quoted or admitted to trading on any stock exchange or quotation system, pricing information for the Securities may be

more difficult to obtain and the liquidity of the Securities may be adversely affected. The liquidity of the Securities may also be affected by restrictions on offers and sales of the Securities in some jurisdictions. Even where an investor is able to realise its investment in the Securities by selling this may be at a substantially lower value than its original investment in the Securities. Depending on the structure of the Securities, the realisation value at any time may be zero (0), which means a total loss of the capital invested. In addition, a transaction fee may be payable in respect of a sale of the Securities.

Regulatory Bail-in and other Resolution Measures / Special status and ranking of the Securities

Laws enable the competent resolution authority to also take measures in respect of the Securities. These measures may have an adverse effect on the Securityholders. If the legal requirements are met in respect of the Issuer, BaFin, as the resolution authority, may, in addition to other measures, write down Securityholders' claims from the Securities in part or in full or convert them into equity (shares) of the Issuer ("**Resolution Measures**"). Other Resolution Measures available include (but are not limited to) transferring the Securities to another entity, varying the terms and conditions of the Securities (including, but without limitation to, varying the maturity of the Securities) or cancelling the Securities. The competent resolution authority may apply Resolution Measures individually or in any combination. If the resolution authority takes Resolution Measures, Securityholders bear the risk of losing their claims from the Securities. In particular, this includes their claims for payment of the cash amount or redemption amount or for delivery of the delivery item. Potential investors should consider the risk that they may lose all of their investment, including the principal amount plus any accrued interest, if Resolution Measures are initiated, and should be aware that extraordinary public financial support for troubled banks, if any, would only potentially be used as a last resort after having assessed and exploited, to the maximum extent practicable, the Resolution Measures, including Regulatory Bail-in. The Issuer expects that it will use the Securities to fulfil particular minimum capital requirements under international and EU banking resolution rules, and has therefore specified Eligible Liabilities Format to apply in the Specific Terms of the Securities. In this case, claims arising under the Securities may not be set off against any claims of the Issuer. No security or guarantee shall be provided at any time to secure claims of the Securityholders under the Securities. Any security or guarantee already provided or granted in the future in connection with other liabilities of the Issuer may not be used for claims under the Securities. Furthermore, any redemption or repurchase of the Securities prior to their scheduled maturity is subject to the prior approval of the competent authority. In addition, an extraordinary early termination of the Securities is excluded. If the Securities are redeemed or repurchased by the Issuer early under circumstances other than those, then the amounts paid must be returned to the Issuer irrespective of any agreement to the contrary. These restrictions may limit the rights of the Issuer and, in particular, of the Securityholders and might expose them to the risk that their investment will have a lower potential return than expected. Also, the Issuer or its Affiliates may not be willing or able to act as market maker for the Securities. Market making and any other repurchase or any redemption or termination of the Securities prior to their scheduled maturity would require the prior approval of the competent authority in this case. Without approval for repurchase, the liquidity of the Securities would be very limited or might even completely cease, which could make divestiture practically impossible. If the Securities were nevertheless redeemed or repurchased without regulatory preapproval, then the amounts paid to the Securityholders would have to be returned to the Issuer irrespective of any agreement to the contrary.

Section D – Key information on the offer of securities to the public and/or the admission to trading on a regulated market

Under which conditions and timetable can I invest in this security?

General terms, conditions and expected timetable of the offer

Offering Period

The offer of the Securities starts on 30 April 2026 and ends with the close of 12 May 2026 (16:00 CET) (end of primary market). In any case the offer ends with expiry of the validity of the Prospectus, unless another prospectus provides for a continued offer. The Issuer reserves the right for any reason to reduce the number of Securities offered.

Cancellation of the issuance of the Securities

The Issuer reserves the right for any reason to cancel the issuance of the Securities.

Early closing of the offering period of the Securities

The Issuer reserves the right for any reason to close the Offering Period early.

Categories of potential investors to which the Securities are offered and whether tranche(s) have been reserved for certain countries

Qualified investors within the meaning of the Prospectus Regulation and private clients (within the meaning of FinSA) in Switzerland. The Offer may be made in Switzerland to any person which complies with all other requirements for investment as set out in the Securities Note or otherwise determined by the Issuer and/or the relevant financial intermediaries. In other EEA countries, offers will only be made pursuant to an exemption under the Prospectus Regulation.

Issue price

100 per cent. of the Nominal Amount per Security

Amount of any expenses and taxes specifically charged to the subscriber or purchaser

Expenses included in the price (per Security):	ex-ante entry costs:	3.50 %
	ex-ante exit costs:	1.00%
	ex-ante running costs on yearly basis:	0%
Other expenses and taxes:	none	

Details of the admission to trading on a regulated market

No application has been made to admit the Securities to the regulated market of any exchange.

Why is this prospectus being produced?

Reasons for the offer

The reasons for the offer are making profit and hedging certain risks.

Material conflicts of interest pertaining to the offer or the admission to trading

Save for the distributor regarding the fees, as far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer.

