Final Terms dated 22 March 2019

DEUTSCHE BANK AG, FRANKFURT AM MAIN

Issue of up to 70,000 Ten Year Notes linked to the MSCI Europe ESG Leaders Select Top 50 Dividend Index at EUR 1,000 each with an aggregate nominal amount of up to

EUR 70,000,000

(the "Securities")

under its **X-markets** Programme for the issuance of Notes

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

WKN/ISIN: DB2DZN / XS0459862412

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

following parts:

Terms and Conditions (Product Terms)

Further Information about the Offering of the Securities

**Issue-Specific Summary** 

These Final Terms have been prepared for the purposes of Article 5 (4) of the Prospectus

Directive and must be read in conjunction with the Base Prospectus, dated 06 June 2018

(including the documents incorporated by reference) as amended by the supplement dated

12 July 2018, 28 August 2018, 21 November 2018 and 14 March 2019 (the "Base Prospectus"). Terms not otherwise defined herein shall have the meaning given in the General Conditions

set out in the Terms of the Securities. Full information on the Issuer and the Securities is

only available on the basis of the combination of these Final Terms and the Base Prospectus.

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

The Base Prospectus dated 06 June 2018, any supplements and the Final Terms, together

with their translations or the translations of the Summary in the version completed and put

in concrete terms by the relevant Final Terms are published according to Art. 14 (2) (c) of the

Prospectus Directive (Directive 2003/71/EC, as amended), as implemented by the relevant

provisions of the EU member states, on the Issuer's website (www.xmarkets.db.com) and/or

(www.investment-products.db.com) and (i) in case of admission to trading of the Securities

on the Luxembourg Stock Exchange, on the website of the Luxembourg Stock Exchange

(www.bourse.lu), (ii) in case of admission to trading of the Securities on the Borsa Italiana, on the website of Borsa Italiana (www.borsaitaliana.it), (iii) in case of admission to trading of the Securities on the Euronext Lisbon regulated market or in case of a public offering of the Securities in Portugal, on the website of the Portuguese Securities Market Commission (Comissão do Mercado de Valores Mobiliários) (www.cmvm.pt), (iv) in case of admission to trading of the Securities on a Spanish stock exchange or AIAF, on the website of the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) (www.cmvv.es).

In addition, the Base Prospectus dated 6 June 2018 shall be available free of charge at the registered office of the Issuer, Deutsche Bank AG, Mainzer Landstrasse 11-17, 60329 Frankfurt am Main, its London Branch, at Winchester House, 1 Great Winchester Street, London EC2N 2DB, its Milan branch, Via Filippo Turati 27, 20121 Milan, Italy, its Portuguese branch, Rua Castilho, 20, 1250-069 Lisbon, Portugal, its Spanish branch, Paseo De La Castellana, 18, 28046 Madrid, Spain and its Zurich Branch, Uraniastrasse 9, PF 3604, CH-8021 Zurich, Switzerland (where it can also be ordered by telephone +41 44 227 3781 or fax +41 44 227 3084).

#### **Terms and Conditions**

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

In the event of any inconsistency between these Product Terms and the General Conditions, these Product Terms shall prevail for the purposes of the Securities.

#### **General Information**

Security Type Note

ISIN XS0459862412

WKN DB2DZN

Common Code 045986241

Issuer Deutsche Bank AG, Frankfurt am Main

Number of the Securities up to 70,000 Securities at EUR 1,000 each with an aggregate nominal

amount of up to EUR 70,000,000

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

#### **Underlying**

Underlying Type: Index

Name: The MSCI Europe ESG Leaders Select Top 50 Dividend Index

Index Sponsor: MSCI Inc.

Reference Source: Page MXCXELS <Index> of the Information provider Bloomberg and page .dMIEU00006PEU of the information Provider

Thomson Reuters

Related Exchange: as defined in §5(5)(j) of the General Conditions

Reference Currency: Euro ("EUR")

#### **Product Details**

Settlement Cash Settlement

Settlement Currency Euro ("EUR")

Nominal Amount EUR 1,000 per Security

Participation Factor 100 per cent.

Initial Reference Level The Reference Level on the Initial Valuation Date

Final Reference Level The Reference Level on the Valuation Date

Reference Level An amount (which shall be deemed to be a monetary value in the

Reference Currency) equal to the Relevant Reference Level Value on such day quoted by or published on the Reference Source as specified

in the information on the Underlying

Relevant Reference Level

Value

The official closing level of the Underlying

#### Coupon

Coupon Payment Coupon Payment applies.

Coupon Amount In relation to each Nominal Amount an amount calculated as follows:

Nominal Amount x Coupon x Day Count Fraction

Coupon 0.40 per cent. per annum

Day Count Fraction As defined under no. (v) within §4 (3) (f)

30/360 Bond Basis

Coupon Period As specified in §4 (3) (g)

**Unadjusted Coupon** 

Period

Applicable

Business Day Convention Following Business Day Convention

Coupon Period End Date 26 May 2020

24 May 2021

24 May 2022

24 May 2023

24 May 2024

27 May 2025

26 May 2026

24 May 2027 and

24 May 2028

Coupon Payment Date Means each Coupon Period End Date or, if such day is not a Business

Day, the Coupon Payment Date is postponed to the next day which is a

Business.

Coupon Cessation Date 24 May 2028

#### **Relevant Dates**

Issue Date 24 May 2019

Value Date 24 May 2019

Valuation Date 24 May 2029

Initial Valuation Date 24 May 2019

Settlement Date 29 May 2029

#### **Product Details**

Cash Amount Nominal Amount × Participation Factor × (Final Reference Level Initial Reference Level - Strike)

subject to a minimum of EUR 1,000

Strike 0 (zero)

#### **Further Information**

Business Day A day on which the Trans-European Automated Real-time Gross

Settlement Express Transfer (TARGET2) system is open, and on which commercial banks and foreign exchange markets settle payments in the Business Day Location(s) specified in the Product Terms and on which each relevant Clearing Agent settles payments. Saturday and Sunday are

not considered Business Days.

Business Day Locations London

Payment Day Locations London

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

Form of Securities Global Security in bearer form

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Governing Law

English law

#### Further Information about the Offering of the Securities

#### LISTING AND TRADING

Listing and Trading Application will be made to list the Securities

on the Official List of the Luxembourg Stock Exchange and to trade them on the Regulated Market of the Luxembourg Stock Exchange, which is a regulated market for the purposes

of Directive 2014/65/EU (as amended).

Minimum Trade Size EUR 1,000 (one Security)

Estimate of total expenses related to

admission to trading

EUR 5,775

OFFERING OF SECURITIES

Investor minimum subscription amount EUR 1,000

Investor maximum subscription amount Not Applicable

The Subscription Period Applications to subscribe for the Securities

> may be made over the distribution agent from 22 March 2019 (inclusively) until 23 May 2019

(inclusively).

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 Subscription Period of the

Securities

The Issuer reserves the right for any reason to

close the Subscription Period early.

Conditions to which the offer is subject: Not applicable

Applications to purchase Securities will be Description of the application process:

made through the local branches of Deutsche Bank S.A.E. domiciled at Paseo De La

Castellana, 18, 28046 Madrid, Spain.

Description of possibility to reduce subscriptions and manner for refunding

excess amount paid by applicants:

Details of the method and time limits for paying up and delivering the Securities:

Not applicable

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.

Manner in and date on which results of the offer are to be made public:

The results of the offer are available free of charge from the third business day after the Issue Date in the branches of the relevant Paying Agent. The results of the offer will be filed with the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) (the "CNMV") and will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and the CNMV (www.cnmv.es)

Procedure for exercise of any right of preemption, 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:

Non-qualified investors.

The Offer may be made in the Kingdom of Spain 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. In other EEA countries, offers will only be made pursuant to an exemption under the Prospectus Directive as implemented in such jurisdictions.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Not Applicable

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

Save for the Issue Price, which includes the commissions payable to the Distributors, details of which are set out in the section below entitled "Fees", the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.

Deutsche Bank S.A.E. of Paseo De La Castellana, 18, 28046 Madrid, Spain (the "**Distributor**" and together with any other entities appointed as a distributor in respect of the Securities during the Subscription Period, the "**Distributors**")

Consent to use of Prospectus:

The Issuer consents to the use of the Prospectus by the following financial intermediaries (individual consent): all local branches of Deutsche Bank S.A.E. domiciled at Paseo De La Castellana, 18, 28046 Madrid, Spain

Individual consent to the later resale and final placement of the Securities by the financial intermediaries is given in relation to Spain.

The subsequent resale or final placement of Securities by financial intermediaries can be made during the period from 22 March 2019 (inclusively) to 23 May 2019 (inclusively) as long as this Base Prospectus is valid in accordance with Article 9 of the Prospectus Directive during the Subscription Period.

## PROHIBITION OF SALES TO RETAIL INVESTORS IN THE EEA:

Not Applicable

**FEES** 

Fees paid by the Issuer to the distributor

Trailer Fee Not applicable

Placement Fee Up to 5.00 per cent. of the 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 Distributors 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.

#### **PUBLICATION OF NOTICES**

#### Publication of notices

Notices will, in deviation from §16(1)(b) of the General Conditions, be published on the website www.investment-products.db.com.

#### RANKING OF THE SECURITIES

Ranking of the Securities

The Issuer believes that the Securities fall within the scope of Sec 46f (7) of the German Banking Act (Kreditwesengesetz, "KWG") and constitute Preferred Senior Obligations as described in "III. General Information on the Programme" section "C. General Description of the Programme" under "Ranking of the Securities" in the Base Prospectus. However, investors should note that in a German insolvency proceeding or in the event of the imposition of resolution measures with respect to the Issuer, the competent resolution authority or court would determine whether unsecured and unsubordinated Securities issued under the Programme qualify as Preferred Senior Obligations or as Non-Preferred Senior Obligations.

#### INFORMATION RELATING TO THE UNDERLYING

Information on the Underlying, on the past and future performance of the Underlying and its volatility can be obtained on the Bloomberg or Reuters page as provided for each security or item composing the Underlying.

Name of Index	Index Sponsor	Internet Site
MSCI Europe ESG Leaders Select Top 50 Dividend Price Return Index	MSCI Inc.	https://www.msci.com

#### **Index Disclaimer:**

#### MSCI Europe ESG Leaders Select Top 50 Dividend Price Return Index

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#### **Further Information Published by the Issuer**

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

#### **COUNTRY SPECIFIC INFORMATION:**

**Spain** 

Offers may be made in Spain 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. In other EEA countries, offers will only be made pursuant to an exemption under the Prospectus Directive as implemented in such jurisdictions.

## **Annex to the Final Terms Issue-Specific Summary**

Summaries are made up of disclosure requirements, known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This Summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

Element	Section A – Introduction and warnings		
A.1	Warning	Warning that	
		<ul> <li>the Summary should be read as an introduction to the Prospectus,</li> </ul>	
		<ul> <li>any decision to invest in the Securities should be based on consideration of the Prospectus as a whole by the investor,</li> </ul>	
		<ul> <li>where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus, before the legal proceedings are initiated; and</li> </ul>	
		<ul> <li>in its function as the Issuer responsible for the Summary and any translation thereof as well as the dissemination of the Summary and any translation thereof, Deutsche Bank Aktiengesellschaft may be held liable but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide key information, when read together with the other parts of the Prospectus.</li> </ul>	
A.2	Consent to use of base prospectus	<ul> <li>The Issuer consents to the use of the Prospectus for a later resale or final placement of the Securities by the following financial intermediaries (individual consent): all local branches of Deutsche Bank S.A.E., domiciled at Paseo De La Castellana, 18, 28046 Madrid, Spain.</li> </ul>	
		<ul> <li>The subsequent resale or final placement of Securities by financial intermediaries can be made during the period from 22 March 2019 (inclusively) until 23 May 2019 (inclusively) and as long as this Prospectus is valid in accordance with Article 9 of the Prospectus Directive during the Subscription Period.</li> </ul>	
		This consent is not subject to any conditions.	
		<ul> <li>In case of an offer being made by a financial intermediary, this financial intermediary will provide information to investors on the terms and conditions of the offer at the time the offer is made.</li> </ul>	

Elemen t	Section B – Issuer		
B.1	Legal and commercial name of the Issuer is Deutsche Bank Aktiengesellschaft (" <b>Deuts</b> name of the issuer  Bank" or "Bank").		
B.2	Domicile, legal form, legislation and country of incorporation of the issuer	Deutsche Bank is a stock corporation (Aktiengesellschaft) under German law. The Bank has its registered office in Frankfurt am Main, Germany. It maintains its head office at Taunusanlage 12, 60325 Frankfurt am Main, Germany (telephone +49-69-910-00).	
B.4b	Trends	With the exception of the effects of the macroeconomic conditions and market environment, litigation risks associated with the financial markets crisis as well as the effects of legislation and regulations applicable to financial institutions in Germany and the European Union, there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects in its current financial year.	
B.5	Description of the Group and the issuer's position within the Group	Deutsche Bank is the parent company and the most material entity of Deutsche Bank Group, a group consisting of banks, capital market companies, fund management companies, property finance companies, instalment financing companies, research and consultancy companies and other domestic and foreign companies (the " <b>Deutsche Bank Group</b> ").	
B.9	Profit forecast or estimate The consolidated income before income taxes (IBIT) estimate of the Issuer as of and for year ended on 31 December 2018 amounts to EUR 1.3 billion.		

B.10	Qualifications in the audit report on the historical financial information	Not applicable; there are no qualifications in the audit report on the historical financial information.				
B.12	Selected historical key financial information	been extracted fr accordance with I unaudited consol September 2018.	om the respective FRS as of 31 Deceidated interim finated interim finates.	e audited consolida ember 2016 and 31 ancial statements	ted financial stated December 2017, a as of 30 Septem UR) and number of	Bank AG which has ments prepared in as well as from the ber 2017 and 30 f ordinary shares is
			31 December 2016	30 September 2017	31 December 2017	30 September 2018
		Share capital (in EUR)	3,530,939,215. 36	5,290,939,215. 36	5,290,939,215. 36	5,290,939,215. 36
		Number of ordinary shares	1,379,273,131	2,066,773,131	2,066,773,131	2,066,773,131
		Total assets (in million Euro)	1,590,546	1,521,454	1,474,732	1,379,982
		Total liabilities (in million Euro)	1,525,727	1,450,844	1,406,633	1,311,194
		Total equity (in million Euro)	64,819	70,609	68,099	68,788
		Common Equity Tier 1 capital ratio <sup>1</sup>	13.4%	14.6%	14.8%	14.0%²
		Tier 1 capital ratio <sup>1</sup>	15.6%	17.0%	16.8%	16.2%³
		<sup>2</sup> The Comi	mon Equity Tier 1 0 4 fully loaded was r 1 capital ratio as	s 14.0%.	30 September 20	capital framework.  18 on the basis of of CRR/CRD 4 fully
	A statement that there has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements or a description of any material adverse change	perial the business and the business of bedische Ball December 2017  December 2017  Little discorring in the prospects of bedische Ball December 2017  December 2017				che Bank since 31
	A description of significant changes in the financial or trading position of the Issuer subsequent to the period covered by the		ere has been no sig since 30 Septemb		the financial position	n or trading position

	historical financial information	
B.13	Recent events	Not applicable. There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.
B.14	Dependence upon other entities within the group	Not applicable; the Issuer is not dependent upon other entities of Deutsche Bank Group.
B.15	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 Group's business activities are organized into the following three corporate divisions:
		Corporate & Investment Bank (CIB);
		Asset Management (AM); and
		Private & Commercial Bank (PCB).
		The three corporate divisions are supported by infrastructure functions. In addition, Deutsche Bank Group has a regional management function that covers regional responsibilities worldwide.
		The Bank has operations or dealings with existing or potential customers in most countries in the world. These operations and dealings include: • subsidiaries and branches in many countries; • representative offices in other countries; and
		• one or more representatives assigned to serve customers in a large number of additional countries.
B.16	Controlling persons	Not applicable. Based on notifications of major shareholdings pursuant to the German Securities Trading Act ( <i>Wertpapierhandelsgesetz</i> , WpHG), there are only six shareholders holding more than 3 but less than 10 per cent. of the Issuer's shares or to whom more than 3 but less than 10 per cent. of voting rights are attributed. To the Issuer's knowledge there is no other shareholder holding more than 3 per cent. of the shares or voting rights. The Issuer is thus not directly or indirectly majority-owned or controlled.

Element		Section C – Securities	
C.1	Type and the class of the securities,	Class of Securities	
	including any security identification number	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.	
		Type of Securities	
		The Securities are Notes.	
		Security identification number(s) of Securities	
		ISIN: XS0459862412	
		WKN DB2DZN	
		Common Code: 045986241	
C.2	Currency	Euro ("EUR")	
C.5	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.	
C.8	Rights attached to the securities, including ranking and limitations to those rights	Governing law of the Securities	

The Securities will be governed by, and construed in accordance with, English law. The constituting of the Securities may be governed by the laws of the jurisdiction of the Clearing Agent.  Rights attached to the Securities  The Securities provide holders of the Securities, on redemption or upon exercise, with a claim for payment of a cash amount.  Limitations to the rights  Under the conditions set out in the Terms and Conditions, the Issuer is entitled to terminate and cancell the Securities and to amend the Terms and Conditions.  Status of the Securities  The Securities constitute unsecured and unsubordinated preferred liabilities of the Issuer is an administration of the Issuer or in the event of the Issuer is an administration of the Issuer or in the event of the dissolution, liquidation, insolvency, composition or or other proceedings for the avoidance of insolvency of, or against, the Issuer.  Application for admission to trading, with a view to their distribution in a regulated market or other equivalent markets in insolvency or or other proceedings for the avoidance of insolvency of, or against, the Issuer.  Application will be made to list the Securities on the Official List of the Luxembourg Stock Exchange, which is a regulated market for the purposes of Directive 2014 6/5/EU (se amended).  Application of how the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000  A description of how the value of the underlying instrument(s). Unless the securities have a denomination of at least EUR 100,000  A defined under no. (v) within §4 (3) (f)  Coupon Parid End Date to (but excluding) 24 May 2019  Coupon Parid End Date to (but excluding) 24 May 2019  Coupon Parid End Date to (but excluding) 24 May 2023 and 24 May 2028  Coupon Parid End Date to (but excluding) the next following Coupon Period End Date to (but excluding) the next following Coupon Period En					
The Securities provide holders of the Securities, on redemption or upon exercise, with a claim for payment of a cash amount.  Limitations to the rights  Under the conditions set out in the Terms and Conditions, the Issuer is entitled to terminate and cancel the Securities and to amend the Terms and Conditions.  Status of the Securities  The Securities and to amend the Terms and Conditions. Status of the Securities are donated preferred liabilities of the Issuer in the Mescurities and to amend the Terms and Conditions.  Status of the Securities  The Securities  The Securities and to amend the Terms and Conditions, 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 the discounties imposed on the Issuer or in the event of the discountine, injudicion, injudicion, insolvency, composition or other proceedings for the avoidance of insolvency of, or against, the Issuer.  Application for admission to trading, with indication of the markets my assistance and the Issuer or in the event of the Securities on the Official List of the Lumenbourg Stock Exchange and to quote them on the Regulated Market of the Lumenbourg Stock Exchange and to quote them on the Regulated Market of the Lumenbourg Stock Exchange and to quote them on the Regulated Market of the Lumenbourg Stock Exchange and to quote them on the Regulated Market of the Lumenbourg Stock Exchange and to quote them on the Regulated Market of the Lumenbourg Stock Exchange and to quote them on the Regulated Market of the Lumenbourg Stock Exchange and to quote them on the Regulated Market of the Lumenbourg Stock Exchange and to quote them on the Regulated Market of the Lumenbourg Stock Exchange and to quote them on the Regulated Market of the Lumenbourg Stock Exchange and to quote them on the Regulated Market of the Lumenbourg Stock Exchange and to quote them on the Regulated Market of the Lumenbourg Stock Exchange			law. The constituting of the Securities may be governed by the laws of the		
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a view to their distribution in a regulated market or with requivalent markets with indication of the markets in questions of the Luxembourg Stock Exchange, which is a regulated market for the purposes of Directive 2014/65/EU (as amended).  C.15  A description of how the value of the investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000  Throughout the term investors receive a Coupon Payment on the Coupon Payment Dates.  Coupon Amount:  In relation to each Nominal Amount an amount calculated as follows:  Nominal Amount x Coupon x Day Count Fraction  Day Count Fraction:  As defined under no. (v) within \$4 (3) (f)  Coupon Period End Date and each period commencing on (and including) 24 May 2019 (the Issue Date) to (but excluding) the first Coupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date and each period commencing on (and including) acoupon Period End Date on its exit and including acoupon Period End Date on its exit and includin			the Issuer ranking pari punsecured and unsubor however, to statutory unsubordinated preferre imposed on the Issuer or composition or other proc	assu among themselves and pari passu with all other rdinated preferred liabilities of the Issuer, subject, priorities conferred to certain unsecured and ad liabilities in the event of resolution measures in the event of the dissolution, liquidation, insolvency,	
investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at least EUR 100,000  Throughout the term investors receive a Coupon Payment on the Coupon Payment Dates.  Coupon:  0.40 per cent. per annum  Coupon Amount:  In relation to each Nominal Amount an amount calculated as follows:  Nominal Amount x Coupon x Day Count Fraction  Day Count Fraction:  As defined under no. (v) within §4 (3) (f)  Coupon Periods:  the period commencing on (and including) 24 May 2019 (the Issue Date) to (but excluding) the first Coupon Period End Date and each period commencing on (and including) a Coupon Period End Date to (but excluding) the next following Coupon Period End Date.  Coupon Period End Date:  26 May 2020: 24 May 2021; 24 May 2022; 24 May 2023; 24 May 2024; 27 May 2025; 26 May 2026; 24 May 2027 and 24 May 2028  Coupon Payment Date:  Means each Coupon Period End Date or, if such day is not a Business Day the Coupon Payment Date is postponed to the next day which is a Business Day.  Cash Amount  Nominal Amount - Participation Factor (First Reference Level Subject to a minimum of EUR 1,000  Nominal Amount  EUR 1,000 per Security  Participation Factor  Intitial Reference Level  The Reference Level on the Initial Valuation Date	C.11	a view to their distribution in a regulated market or other equivalent markets with	Application will be made to list the Securities on the Official List of the Luxembourg Stock Exchange and to quote them on the Regulated Market of the Luxembourg Stock Exchange, which is a regulated market for the purposes		
Coupon Amount:  In relation to each Nominal Amount an amount calculated as follows:  Nominal Amount x Coupon x Day Count Fraction  Day Count Fraction:  As defined under no. (v) within §4 (3) (f)  Coupon Periods:  the period commencing on (and including) 24 May 2019 (the Issue Date) to (but excluding) the first Coupon Period End Date and each period commencing on (and including) a Coupon Period End Date to (but excluding) the next following Coupon Period End Date to (but excluding) the next following Coupon Period End Date:  26 May 2020; 24 May 2021; 24 May 2022; 26 May 2026; 24 May 2027, and 24 May 2022; 26 May 2026; 24 May 2027 and 24 May 2028  Coupon Payment Date:  Means each Coupon Period End Date or, if such day is not a Business Day the Coupon Payment Date is postponed to the next day which is a Business Day.  Cash Amount  Nominal Amount **Purticipat ion Factor** (Final Reference Level **Initial Reference Level** Initial Reference Level **Initial Reference Leve	C.15	investment is affected by the value of the underlying instrument(s), unless the securities have a denomination of at			
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Coupon Periods: the period commencing on (and including) 24 May 2019 (the Issue Date) to (but excluding) the first Coupon Period End Date and each period End Date to (but excluding) a Coupon Period End Date to (but excluding) the next following Coupon Period End Date.  Coupon Period End Date:  26 May 2020; 24 May 2021; 24 May 2022; 24 May 2023; 24 May 2024; 27 May 2025; 26 May 2026; 24 May 2027 and 24 May 2028  Coupon Payment Date:  Means each Coupon Period End Date or, if such day is not a Business Day the Coupon Payment Date is postponed to the next day which is a Business Day.  Cash Amount  Nominal Amount × Participation Factor × (Final Reference Level initial Reference Level			Day Count Fraction:	As defined under no. (v) within 84 (3) (f)	
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day is not a Business Day the Coupon Payment Date is postponed to the next day which is a Business Day.  Cash Amount  Nominal Amount × Participation Factor × (Final Reference Level initial Reference Level - Strike)  subject to a minimum of EUR 1,000  Nominal Amount  EUR 1,000 per Security  Participation Factor  100 per cent.  Initial Reference Level on the Initial Valuation Date			Coupon Period End Date	May 2023; 24 May 2024; 27 May 2025; 26 May	
subject to a minimum of EUR 1,000  Nominal Amount EUR 1,000 per Security  Participation Factor 100 per cent.  Initial Reference Level The Reference Level on the Initial Valuation Date			Coupon Payment Date:	day is not a Business Day the Coupon Payment Date is postponed to the next day which is a	
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Participation Factor 100 per cent.  Initial Reference Level The Reference Level on the Initial Valuation Date				subject to a minimum of EUR 1,000	
Initial Reference Level The Reference Level on the Initial Valuation Date			Nominal Amount	EUR 1,000 per Security	
Date			Participation Factor	100 per cent.	
Initial Valuation Date 24 May 2019			Initial Reference Level		
			Initial Valuation Date	24 May 2019	

			<u> </u>	
		Reference Level	An amount (which shall be deemed to be a monetary value in the Reference Currency) equal to the Relevant Reference Level Value on such day quoted by or published on the Reference Source as specified in the information on the Underlying	
		Strike	0 (zero)	
		Valuation Date	24 May 2029	
		Relevant Reference Level Value	The official closing level of the Underlying	
		Final Reference Level	The Reference Level on the Valuation Date	
	The expiration or maturity date of the			
C.16	derivative securities – the exercise date or final reference date	Valuation Date: 24 May 202	29	
	of final reference date	Settlement Date:	29 May 2029 or, if such day is not a Business Day, the Settlement Date is postponed to the next day which is a Business Day.	
C.17	Settlement procedure of the derivative securities	Any cash amounts payable by the Issuer shall be transferred to the relevant Clearing Agent for distribution to the Securityholders.		
		The Issuer will be discharged of its payment obligations by payment to, or to the order of, the relevant Clearing in respect of the amount so paid.		
C.18	A description of how the return on derivative securities takes place	Payment of the Cash Amount to the respective Securityholders on the Settlement Date.		
C.19	The exercise price or the final reference price of the underlying	Final Reference Level: The Reference Level on the Valuation Date		
C.20	Type of the underlying and where the information on the underlying can be found	Type: Index		
		Name: The MSCI Europe E	SG Leaders Select Top 50 Dividend Index	
		Sponsor or issuer: MSCI In	с.	
		Bloomberg page: MXCXELS <index></index>		
		Reuters RIC: .dMIEU00006PEU		
		Information on the historical and ongoing performance of the Underlying and		
		Its volatility can be obtained on the public website on https://www.msci.com and on the Bloomberg or Reuters page as provided for each security or item composing the Underlying		

Element	Section D - Risks			
D.2	Key information on the key risks that are specific and individual to the issuer	Investors will be exposed to the risk of the Issuer becoming insolvent as result of being overindebted or unable to pay debts, i.e. to the risk of a temporary or permanent inability to meet interest and/or principal payments on time. The Issuer's credit ratings reflect the assessment of these risks.  Factors that may have a negative impact on Deutsche Bank's profitability are described in the following:		

- While the global economy was strong in 2017 as monetary policy remained generally accommodative, political risks, especially in Europe, did not materialize and election outcomes were broadly market-friendly, significant macroeconomic risks remain that could negatively affect the results of operations and financial condition in some of its businesses as well as Deutsche Bank's strategic plans. These include the possibility of an early recession in the United States, inflation risks, global imbalances, Brexit, the rise of Euroscepticism, and geopolitical risks, as well as the continuing low interest rate environment and competition in the financial services industry, which have compressed margins in many of Deutsche Bank's businesses. If these conditions persist or worsen, Deutsche Bank's business, results of operations or strategic plans could continue to be adversely affected.
- Deutsche Bank's results of operation and financial condition, in particular those of Deutsche Bank's Corporate & Investment Bank corporate division, continue to be negatively impacted by the challenging market environment, uncertain macro-economic and geopolitical conditions, lower levels of client activity, increased competition and regulation, and the immediate impacts resulting from Deutsche Bank's strategic decisions as Deutsche Bank continues to work on the implementation of its strategy. If Deutsche Bank is unable to improve its profitability as it continues to face these headwinds as well as persistently high litigation costs, Deutsche Bank may be unable to meet many of its strategic aspirations, and may have difficulty maintaining capital, liquidity and leverage at levels expected by market participants and Deutsche Bank's regulators.
- Continued elevated levels of political uncertainty could have unpredictable consequences for the financial system and the greater economy, and could contribute to an unwinding of aspects of European integration, potentially leading to declines in business levels, write-downs of assets and losses across Deutsche Bank's businesses. Deutsche Bank's ability to protect itself against these risks is limited.
- Deutsche Bank may be required to take impairments on its exposures to the sovereign debt of European or other countries if the European sovereign debt crisis reignites. The credit default swaps into which Deutsche Bank has entered to manage sovereign credit risk may not be available to offset these losses.
- Deutsche Bank's liquidity, business activities and profitability may be adversely affected by an inability to access the debt capital markets or to sell assets during periods of market-wide or firm-specific liquidity constraints. Credit rating downgrades have contributed to an increase in Deutsche Bank's funding costs, and any future downgrade could materially adversely affect its funding costs, the willingness of counterparties to continue to do business with it and significant aspects of its business model.
- Regulatory reforms enacted and proposed in response to weaknesses in the financial sector, together with increased regulatory scrutiny more generally, have created significant uncertainty for Deutsche Bank and may adversely affect its business and ability to execute its strategic plans, and competent regulators may prohibit Deutsche Bank from making dividend payments or payments on its regulatory capital instruments or take other actions if Deutsche Bank fails to comply with regulatory requirements.
- European and German legislation regarding the recovery and resolution of banks and investment firms could, if steps were taken to ensure Deutsche Bank's resolvability or resolution measures were imposed on Deutsche Bank, significantly affect Deutsche Bank's business operations, and lead to losses for its shareholders and creditors.
- Regulatory and legislative changes require Deutsche Bank to maintain increased capital, in some cases (including in the United States) applying liquidity, risk management, capital adequacy and resolution planning rules to its local operations on a standalone basis. These requirements may significantly affect Deutsche Bank's business model, financial condition and results of operations as well as the competitive environment generally. Any perceptions in the market that Deutsche Bank may be unable to meet its capital or

- liquidity requirements with an adequate buffer, or that Deutsche Bank should maintain capital or liquidity in excess of these requirements or another failure to meet these requirements could intensify the effect of these factors on Deutsche Bank's business and results.
- Deutsche Bank's regulatory capital and liquidity ratios and its funds available for distributions on its shares or regulatory capital instruments will be affected by Deutsche Bank's business decisions and, in making such decisions, Deutsche Bank's interests and those of the holders of such instruments may not be aligned, and Deutsche Bank may take decisions in accordance with applicable law and the terms of the relevant instruments that result in no or lower payments being made on Deutsche Bank's shares or regulatory capital instruments.
- Legislation in the United States and in Germany regarding the prohibition of proprietary trading or its separation from the deposittaking business has required Deutsche Bank to modify its business activities to comply with applicable restrictions. This could adversely affect Deutsche Bank's business, financial condition and results of operations.
- Other regulatory reforms adopted or proposed in the wake of the financial crisis – for example, extensive new regulations governing Deutsche Bank's derivatives activities, compensation, bank levies, deposit protection or a possible financial transaction tax – may materially increase Deutsche Bank's operating costs and negatively impact its business model.
- Adverse market conditions, asset price deteriorations, volatility and cautious investor sentiment have affected and may in the future materially and adversely affect Deutsche Bank's revenues and profits, particularly in its investment banking, brokerage and other commission- and fee-based businesses. As a result, Deutsche Bank has in the past incurred and may in the future incur significant losses from its trading and investment activities.
- Deutsche Bank announced the next phase of its strategy in April 2015, gave further details on it in October 2015 and announced updates in March 2017 and April 2018. If Deutsche Bank is unable to implement its strategic plans successfully, it may be unable to achieve its financial objectives, or Deutsche Bank may incur losses or low profitability or erosions of its capital base, and Deutsche Bank's financial condition, results of operations and share price may be materially and adversely affected.
- As part of its strategic initiatives announced in March 2017, Deutsche Bank reconfigured its Global Markets, Corporate Finance and Transaction Banking businesses into a single Corporate & Investment Bank division to position itself for growth through increased crossselling opportunities for its higher return corporate clients. Clients may choose not to expand their businesses or portfolios with Deutsche Bank, thereby negatively influencing its ability to capitalize on these opportunities.
- As part of its March 2017 updates to its strategy, Deutsche Bank announced its intention to retain and combine Deutsche Postbank AG (together with its subsidiaries, Postbank) with its existing retail and commercial operations, after earlier having announced its intention to dispose of Postbank. Deutsche Bank may face difficulties integrating Postbank into the Group following the completion of operational separability from the Group. Consequently, the cost savings and other benefits Deutsche Bank expects to realize may only come at a higher cost than anticipated, or may not be realized at all.
- As part of its March 2017 updates to its strategy, Deutsche Bank announced its intention to create an operationally segregated Asset Management division through a partial initial public offering (IPO). Such IPO was consummated in March 2018. Deutsche Bank may not be able to capitalize on the expected benefits that it believes an operationally segregated Deutsche AM can offer.
- Deutsche Bank may have difficulties selling companies, businesses or assets at favorable prices or at all and may experience material losses from these assets and other investments irrespective of market developments.

- A robust and effective internal control environment and adequate infrastructure (comprising people, policies and procedures, controls testing and IT systems) are necessary to ensure that Deutsche Bank conducts its business in compliance with the laws, regulations and associated supervisory expectations applicable to it. Deutsche Bank has identified the need to strengthen its internal control environment and infrastructure and has embarked on initiatives to accomplish this. If these initiatives are not successful or are delayed, Deutsche Bank's reputation, regulatory position and financial condition may be materially adversely affected, and Deutsche Bank's ability to achieve its strategic ambitions may be impaired.
- 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.
- Deutsche Bank is currently subject to a number of investigations by regulatory and law enforcement agencies globally as well as civil actions relating to potential misconduct. The eventual outcomes of these matters are unpredictable, and may materially and adversely affect Deutsche Bank's results of operations, financial condition and reputation.
- In addition to its traditional banking businesses of deposit-taking and lending, Deutsche Bank also engages in nontraditional credit businesses in which credit is extended in transactions that include, for example, its holding of securities of third parties or its engaging in complex derivative transactions. These nontraditional credit businesses materially increase Deutsche Bank's exposure to credit risk
- A substantial proportion of the assets and liabilities on Deutsche Bank's balance sheet comprise financial instruments that it carries at fair value, with changes in fair value recognized in its income statement. As a result of such changes, Deutsche Bank has incurred losses in the past, and may incur further losses in the future.
- Deutsche Bank's risk management policies, procedures and methods leave it exposed to unidentified or unanticipated risks, which could lead to material losses
- Operational risks, which may arise from errors in the performance of Deutsche Bank's processes, the conduct of Deutsche Bank's employees, instability, malfunction or outage of Deutsche Bank's IT system and infrastructure, or loss of business continuity, or comparable issues with respect to Deutsche Bank's vendors, may disrupt Deutsche Bank's businesses and lead to material losses.
- Deutsche Bank utilizes a variety of vendors in support of its business and operations. Services provided by vendors pose risks to Deutsche Bank comparable to those Deutsche Bank bears when it performs the services itself, and Deutsche Bank remains ultimately responsible for the services its vendors provide. Furthermore, if a vendor does not conduct business in accordance with applicable standards or Deutsche Bank's expectations, Deutsche Bank could be exposed to material losses or regulatory action or litigation or fail to achieve the benefits it sought from the relationship.
- Deutsche Bank's operational systems are subject to an increasing risk
  of cyber-attacks and other internet crime, which could result in
  material losses of client or customer information, damage Deutsche
  Bank's reputation and lead to regulatory penalties and financial
  losses.
- The size of Deutsche Bank's clearing operations exposes Deutsche Bank to a heightened risk of material losses should these operations fail to function properly.
- Deutsche Bank may have difficulty in identifying and executing acquisitions, and both making acquisitions and avoiding them could materially harm Deutsche Bank's results of operations and its share price.

- Intense competition, in Deutsche Bank's home market of Germany as well as in international markets, could materially adversely impact Deutsche Bank's revenues and profitability.
- Transactions with counterparties in countries designated by the U.S.
   State Department as state sponsors of terrorism or persons targeted
   by U.S. economic sanctions may lead potential customers and
   investors to avoid doing business with Deutsche Bank or investing in
   Deutsche Bank's securities, harm Deutsche Bank's reputation or
   result in regulatory or enforcement action which could materially and
   adversely affect Deutsche Bank's business.

# D.6 Key information on the risks that are specific and individual to the securities and risk warning to the effect that investors may lose the value of their entire investment or part of it

#### Securities are linked to the Underlying

Amounts payable periodically or on exercise or redemption of the Securities, as the case may be, are linked to the Underlying which may comprise one or more Reference Item(s). The purchase of, or investment in, Securities linked to the Underlying involves substantial risks.

The Securities are not conventional securities and carry various unique investment risks which prospective investors should understand clearly before investing in the Securities. Each prospective investor in the Securities should be familiar with securities having characteristics similar to the Securities and should fully review all documentation for and understand the Terms and Conditions of the Securities and the nature and extent of its exposure to risk of loss.

Potential investors should ensure that they understand the relevant formula in accordance with which the amounts payable are calculated, and if necessary seek advice from their own adviser(s).

#### Risks associated with the Underlying

Because of the Underlying's influence on the entitlement from the Security, as with a direct investment in the Underlying, investors are exposed to risks both during the term and also at maturity, which are also generally associated with an investment in the index in general.

#### **Currency risks**

As the currency of the Underlying is not the same as the Settlement Currency of the Security, investors are exposed to the risk of adverse changes in exchange rates both during the term and at maturity. Investors also face an exchange rate risk if the Settlement Currency is not the currency of the investor's home jurisdiction.

#### **Adjustment/Early Termination**

The Issuer is entitled to make adjustments to the Terms and Conditions following the occurrence of an adjustment event. These may include any event which materially affects the theoretical economic value of a Reference Item or any event which materially disrupts the economic link between the value of the Reference Item and the Securities subsisting immediately prior to the occurrence of such event. Such adjustments may take into account and pass on to Securityholders any increased direct or indirect cost to the Issuer as a result of or in connection with the relevant adjustment event. In case of an adjustment the Issuer will take into account the Minimum Redemption.

On the occurrence of an adjustment/termination event, the Issuer is also entitled to adjust the Terms and Conditions or in certain cases, substitute the relevant Reference Item affected by such adjustment/termination event. If such adjustment or substitution is not possible, the Issuer is also entitled to terminate and cancel the Securities by giving notice to the Securityholders, providing brief details of the Adjustment/Termination Event and of the payout amount ("Adjustment / Termination Notice").

In case of a termination or cancelation the Issuer will pay, usually prior to the scheduled settlement date of the Securities, an amount which the Calculation Agent determines to be their fair market value, taking into account the relevant adjustment/termination event and, less the direct and indirect cost to the Issuer of unwinding or adjusting any underlying related hedging arrangements, and less any tax or withholding required by law. Such amount may be significantly less than an investor's initial investment in Securities and in certain circumstances may be zero. Nevertheless, such amount will be equal to the Minimum Redemption.

An adjustment/termination event may include an event which materially affects the method by which the Calculation Agent determines the level or price of any

Reference Item or the ability of the Calculation Agent to determine the level or price of any Reference Item. In addition, an adjustment/termination event may occur where it is illegal or no longer feasible for the Issuer to maintain its hedging arrangements for the Securities or where materially increased costs or expenses would be incurred by the Issuer in maintaining those arrangements. An adjustment/termination event may also occur in a situation where certain market disruptions exist or a force majeure occurs (being an event or circumstance which prevents or materially affects the performance of the Issuer's obligation). An adjustment event or adjustment/termination event may materially affect the cost to the Issuer of maintaining the Securities or its hedging arrangements in a way which has not been factored into the issue price of the Securities. This may therefore require adjustments or a termination of the Securities.

Any adjustment made due to an adjustment event or any adjustment or termination of the Securities or replacement of a Reference Item following an adjustment/termination event may have an adverse effect on the Securities and Securityholders. In particular, the value of the Securities may fall and amounts payable or assets deliverable under the Securities may be less and may be made at different times than anticipated. This is part of the economic risk Securityholders bear when investing in the Securities and the basis on which the Securities are priced.

#### Regulation and reform of "benchmarks"

Underlyings which are deemed "benchmarks" are the subject of recent national, international and other regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past and may have other consequences which cannot be predicted.

#### Regulatory bail-in and other resolution measures

If the competent authority determines that the Issuer is failing or likely to fail and certain other conditions are met, the competent resolution authority has the power to write down, including to write down to zero, claims for payment of the principal and any other claims under the Securities respectively, interest or any other amount in respect of the Securities, to convert the Securities into ordinary shares or other instruments qualifying as common equity tier 1 capital (the write-down and conversion powers commonly being referred to as the bail-in tool), or to apply other resolution measures including (but not limited to) a transfer of the Securities to another entity, a variation of the terms and conditions of the Securities or a cancellation of the Securities. Under the Terms and Conditions of the Securities, the Securityholders agree to such measures.

Element	Section E - Offer				
E.2b	Reasons for the offer, use of proceeds, estimated net proceeds	Not applicable, making profit and/or hedgoffer.	ging certain risks are the reasons for the		
E.3	Terms and conditions of the offer	Conditions to which the offer is subject:	Not Applicable; there are no conditions to which the offer is subject.		
		Number of the Securities:	up to 70,000 Securities at EUR 1,000 each with an aggregate nominal amount of up to EUR 70,000,000		
		The Subscription Period:	Applications to subscribe for the Securities may be made via the distribution agent from 22 March 2019 (inclusively) until 23 May 2019 (inclusively).		
			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 Subscription Period of the Securities:

Investor minimum subscription amount:

Investor maximum subscription amount:

Description of the application process:

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Details of the method and time limits for paying up and delivering the Securities:

Manner in and date on which results of the offer are to be made public:

Procedure for exercise of any right of negotiability subscription rights and treatment of

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

subscription rights not exercised:

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Issue Price:

pre-emption,

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

EUR 1,000 (one Security)

Not applicable; there is no investor maximum subscription amount.

Applications to purchase Securities will be made through the local branches of Deutsche Bank S.A.E., domiciled at Paseo De La Castellana, 18, 28046 Madrid, Spain.

Not applicable; there is no possibility to reduce subscriptions and therefore no manner for refunding excess amount paid by applicants.

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.

The results of the offer are available free of charge from the third business day after the Issue Date in the branches of the relevant Paying Agent. The results of the offer will be filed with the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) (the "CNMV") and will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and the CNMV (www.cnmv.es)

Not applicable; a procedure for exercise of any right of preemption, negotiability subscription rights and treatment of subscription rights is not planned.

Non-qualified investors.

The offer may be made in the Kingdom of Spain 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. In other EEA countries, offers will only be made pursuant to an exemption under the Prospectus Directive implemented in such jurisdictions.

Not applicable.

100 per cent. of the Nominal Amount per Security

		Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Save for the Issue Price, which includes the commissions payable to the Distributors, details of which are set out in Element E.7 below, the Issuer is not aware of any expenses and taxes specifically charged to the subscriber or purchaser.
		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:	Deutsche Bank S.A.E. of Paseo De La Castellana, 18, 28046 Madrid, Spain.
		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, Taunusanlage 12, 60325 Frankfurt am Main, Germany
E.4	Interest that is material to the issue/offer including conflicts of interests	Save for the Distributors regarding the fees, as far as the Issuer is aware person involved in the issue of the Securities has an interest material to the c	
E.7	Estimated expenses charged to the investor by the issuer or offeror	Save for the Issue Price (which includes the commissions payable by the Issue to the Distributors of up to 5.00 per cent. of the Issue Price of the Securitie placed through it), the Issuer is not aware of any expenses charged to the investor.	