

Final Terms no. 107 dated 21 April 2022

## **DEUTSCHE BANK AG**

Issue of up to 100,000 Autocallable Notes with Conditional Coupons (corresponds to product no. N55 in the Securities Note) at EUR 1,000 each with an aggregate nominal amount of up to EUR 100,000,000 relating to MSCI World ESG Leaders 3% Decrement Index (the "Securities")

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

**Issue Price:** 100 per cent. of the Nominal Amount per Note

**WKN/ISIN:** DB2D2A / XS0459880158

**The Prospectus (including any supplements), under which the Securities described in these Final Terms are being issued, will cease to be valid when the Securities Note dated 02 December 2021 ceases to be valid (12 months after approval), and is therefore valid until 02 December 2022. From that date, these Final Terms must be read together with the respective current version of the Securities Note and the respective current version of the Registration Document, as published on the website [www.xmarkets.db.com](http://www.xmarkets.db.com).**

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 2 December 2021 and any further supplements (the "Securities Note") and the Registration Document dated 3 May 2021 as supplemented and amended by the supplements dated 4 August 2021, 2 November 2021, 31 January 2022 and 16 March 2022 and any further supplements (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.**

**WKN/ISIN:** DB2D2A / XS0459880158

**The Securities Note dated 02 December 2021, the Registration Document dated 3 May 2021, 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](http://www.xmarkets.db.com)).**

**In case of admission to trading of the Securities on the Luxembourg Stock Exchange, the Securities Note dated 02 December 2021, the Registration Document dated 3 May 2021, and any supplements, and the Final Terms are published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).**

**In addition, the Securities Note dated 02 December 2021 and the Registration Document dated 3 May 2021 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 Spanish branch, Paseo De La Castellana, 18, 28046 Madrid, Spain.**

**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.

<b>Product No. N55: Autocallable Note with Conditional Coupons</b>
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The Autocallable Note with Conditional Coupons is linked to the performance of the Underlying. The way this Note works results from the following key features:

### 1. Coupon payments

The Coupon Amount payable on a Coupon Payment Date depends on the value, price or level of the Underlying on the immediately preceding Observation Date.

- (a) If the Performance of the Underlying on an Observation Date is above or equal to the Additional Coupon Threshold, investors will receive on the immediately following Coupon Payment Date a Coupon Amount equal to the product of (i) the Nominal Amount and (ii) the sum of the Additional Coupon plus the Coupon;
- (b) If the Performance of the Underlying on an Observation Date is below the Additional Coupon Threshold but above or equal to the Coupon Threshold, investors will receive on the immediately following Coupon Payment Date a Coupon Amount equal to the product of (i) the Nominal Amount and (ii) the Coupon;
- (c) If the Performance of the Underlying on an Observation Date is below the Coupon Threshold, the Coupon Amount will be zero and no Coupon Amount will be paid on the immediately following Coupon Payment Date.

The Performance of the Underlying on an Observation Date is determined as the quotient of (A) the value, price or level of the Underlying on an Observation Date, and (B) its Initial Reference Level.

### 2. Early redemption

A check will be performed for this Note on each Observation Date other than the Valuation Date, as to whether the Performance of the Underlying is above or equal to the Redemption Threshold for such Observation Date (a Redemption Event). If a Redemption Event occurs, the Notes will be redeemed early at a Cash Amount equal to the product of (a) the Nominal Amount and (b) the sum of the Autocall Redemption Level for such Observation Date and the Autocall Additional Coupon for such Observation Date.

### 3. Redemption at maturity, subject to early redemption.

If the Final Performance of the Underlying:

- (a) is above or equal to the Redemption Threshold for the Observation Date falling on the Valuation Date, investors receive on the Settlement Date a Cash Amount equal to the product of (i) the Nominal Amount and (ii) the sum of (A) one plus (B) the Final Additional Coupon; (b) is below the Redemption Threshold for the Observation Date falling on the Valuation Date but above or equal to the Barrier, investors receive on the Settlement Date a Cash Amount equal to the Nominal Amount; or
- (c) is below the Barrier, investors receive on the Settlement Date a Cash Amount equal to greater of zero and the product of (i) the Nominal Amount and (ii) one minus the greater of (A) zero, and (B) the Put Strike minus the Final Performance of the Underlying.

The Final Performance of the Underlying is determined as the quotient of (A) the Final Reference Level, and (B) its Initial Reference Level.

Investors have no claims to the/deriving from the Underlying.

## 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.

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Security Type	Notes / Autocallable Note with Conditional Coupons - Green Securities
ISIN	XS0459880158
WKN	DB2D2A
Common Code	045988015
Issuer	Deutsche Bank AG, Frankfurt am Main
Number of the Securities	Up to 100,000 Notes with an aggregate nominal amount of up to EUR 100,000,000
Issue Price	100 per cent. of the Nominal Amount
Issue Date	15 June 2022
Nominal Amount	EUR 1,000 per Note
Calculation Agent	Deutsche Bank AG, Frankfurt
Underlying	Type: Index Name: MSCI World ESG Leaders 3% Decrement Index Index Sponsor: MSCI Inc. Bloomberg page: MXWOE3EN Index Reuters RIC: .MIWO0ELD3DEU Reference Source: as defined in §5(3)(k) of the General Conditions Multi-Exchange Index: Applicable Related Exchange: as defined in §5(3)(m) of the General Conditions Reference Currency: EUR Currency Exchange: Currency Exchange is not applicable

**WKN/ISIN:** DB2D2A / XS0459880158

Settlement	Cash Settlement
Initial Reference Level	The Reference Level on the Initial Valuation Date
Final Reference Level	The Reference Level on the Valuation Date
Reference Level	In respect of any day, an amount (which shall be deemed to be a monetary value in the Settlement Currency) equal to: the Relevant Reference Level Value on such day quoted by or published on the Reference Source.
Relevant Reference Level Value	The official closing level of the Underlying on the Reference Source
Initial Valuation Date	15 June 2022
Valuation Date	15 June 2032
Observation Dates	Each of 15 June 2023, 18 June 2024, 16 June 2025, 15 June 2026, 15 June 2027, 15 June 2028, 15 June 2029, 17 June 2030, 16 June 2031 and the Valuation Date.
Coupon Observation Dates	Each Observation Date
Coupon Payment Date	Each of 19 June 2023, 20 June 2024, 18 June 2025, 17 June 2026, 17 June 2027, 19 June 2028, 19 June 2029, 19 June 2030, 18 June 2031 and the Settlement 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
Business Day Convention	Following Business Day Convention
Barrier	65 per cent. of the Initial Reference Level
Cash Amount	<p>(a) If on an Observation Date other than the Valuation Date the Performance of the Underlying is above or equal to the Redemption Threshold (a "<b>Redemption Event</b>"), an amount equal to the product of:</p> <ul style="list-style-type: none"> <li>(i) the Nominal Amount; and</li> <li>(ii) the sum of: <ul style="list-style-type: none"> <li>(A) the Autocall Redemption Level for such Observation Date; and</li> <li>(B) the Autocall Additional Coupon for such Observation Date, or</li> </ul> </li> </ul> <p>(b) If a Redemption Event has not occurred, and:</p> <ul style="list-style-type: none"> <li>(i) if the Final Performance is above or equal to the Redemption</li> </ul>

Threshold, an amount equal to the product of:

- (A) the Nominal Amount; and
- (B) the sum of:
  - (I) one; and
  - (II) the Final Additional Coupon; or
- (ii) if the Final Performance is below the Redemption Threshold but above or equal to the Barrier, an amount equal to the Nominal Amount; or
- (iii) if the Final Performance is below the Barrier, an amount (subject to a minimum of zero) equal to the product of:
  - (A) the Nominal Amount; and
  - (B) the difference between:
    - (I) one minus,
    - (II) the greater of (1) zero and (2) the Put Strike minus the Final Performance.

Coupon Payment

Coupon Payment applies. In respect of an Observation Date:

- (a) if the Performance of the Underlying is above or equal to the Coupon Threshold, the Coupon Payment of the Coupon Amount will be made on the next Coupon Payment Date, or
- (b) if the Performance of the Underlying is below the Coupon Threshold, no Coupon Payment will be made on the next Coupon Payment Date.

Coupon Amount

- (a) If on an Observation Date, the Performance of the Underlying is above or equal to the Additional Coupon Threshold, the Coupon Amount will be equal to the product of:
  - (i) the Nominal Amount; and
  - (ii) the sum of:
    - (A) the Additional Coupon; plus
    - (B) the Coupon, or
- (b) if on an Observation Date, the Performance of the Underlying is below the Additional Coupon Threshold but above or equal to the Coupon Threshold, the Coupon Amount will be equal to the product of:
  - (i) the Nominal Amount; and
  - (ii) the Coupon.

Additional Coupon

2.55 per cent.

Additional Coupon Threshold	90 per cent. of the Initial Reference Level
Autocall Additional Coupon	2.55 per cent.
Autocall Redemption Level	100 per cent.
Coupon	2.55 per cent.
Coupon Threshold	80 per cent. of the Initial Reference Level
Early Redemption Date	In respect of an Observation Date other than the Valuation Date, the Coupon Payment Date immediately following such Observation Date
Final Additional Coupon	2.55 per cent.
Final Performance	In respect of the Underlying, the quotient of (a) the Final Reference Level (as numerator), and (b) the Initial Reference Level (as denominator)
Performance	In respect of the Underlying and an Observation Date, the quotient of (a) Redemption Determination Amount in respect of such Observation Date (as numerator), and (b) the Initial Reference Level (as denominator)
Put Strike	100 per cent.
Redemption Determination Amount	The Relevant Reference Level Value of the Underlying on an Observation Date
Redemption Threshold	100 per cent. of the Initial Reference Level
Settlement Date	(a) if a Redemption Event has occurred on an Observation Date, the Settlement Date will be the Early Redemption Date scheduled to fall immediately after the date on which such Observation Date is scheduled to fall; or  (b) if a Redemption Event has not occurred, the Settlement Date will be the later of (i) 17 June 2032 and (ii) the second Business Day after the Valuation Date
Settlement Currency	Euro (" <b>EUR</b> ")
Business Day	A day on which the Trans-European Automated Real-time Gross settlement Express Transfer (TARGET2) system (or any successor thereto) is open, and on which commercial banks and foreign exchange markets settle payments in the Business Day Location(s) specified in the Specific Terms of the Securities. Saturday and Sunday are not considered Business Days.
Business Day Locations	London, and Frankfurt am Main



Correction Period	Two Business Days prior to the due date for any payment or delivery under the Securities, the amount of which is determined in whole or in part by reference to such value or price of the Reference Item
Form of Securities	Global Security in bearer form
Clearing Agent	Euroclear Bank SA/NV, 1 boulevard Albert II, 1210 Brussels, Belgium Clearstream Banking Luxembourg S.A., 42 avenue John F. Kennedy, L-1855 Luxembourg
Governing Law	German law

## Further information about the offering of the Securities

### Listing and trading

Listing and trading	Application has been 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 – traded in notional format)
Estimate of total expenses related to admission to trading	EUR 4,468

### Offering of Securities

Investor minimum subscription amount	The minimum allocation per investor will be one Security
Investor maximum subscription amount	Not applicable
The subscription period	<p>Applications to subscribe for the Securities may be made through the distribution agent from 21 April 2022 until 13 June 2022 (15:00 Madrid time).</p> <p>The Issuer reserves the right for any reason to reduce the number of Securities offered.</p> <p>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.</p> <p>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 (<a href="http://www.x-markets.db.com">www.x-markets.db.com</a>).</p>
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 (<a href="http://www.x-markets.db.com">www.x-markets.db.com</a>).</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	The Issuer reserves the right for any reason to close the subscription period early.
Conditions to which the offer is subject:	Offers of the Securities are conditional on their issue.

Description of the application process:	Applications to purchase Securities will be made through 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:	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.
Manner in and date on which results of the offer are to be made public:	<p>The Issuer will in its sole discretion determine the final amount of Securities to be issued (which will be dependent on the outcome of the offer), up to a limit of 100,000 Securities</p> <p>The precise number of Securities to be issued will be published on the website of the Issuer (<a href="http://www.x-markets.db.com">www.x-markets.db.com</a>) on or around the Issue Date</p> <p>The results of the offer will be available from the Distributor following the Subscription Period and prior to the Issue Date.</p> <p>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 "<b>CNMV</b>") and will be published on the website of the Luxembourg Stock Exchange (<a href="http://www.bourse.lu">www.bourse.lu</a>) and the CNMV (<a href="http://www.cnmv.es">www.cnmv.es</a>).</p>
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>Non-qualified investors</p> <p>The offer may be made in Spain 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:	Each investor will be notified by the relevant Distributor of its allocation of Securities after the end of the Subscription Period and before the Issue Date
Name(s) and address(es), to the extent	Local branches of Deutsche Bank S.A.E. domiciled at

known to the Issuer, of the placement agents in the various countries where the offer takes place.

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 as long as this Prospectus is valid in accordance with Article 12 of the Prospectus Regulation.

## Fees

Fees paid by the Issuer to the distributor

Up to 5.00 per cent of the Issue Price

The Distributor will purchase the securities at a discount from the Issuer of up to 5.00 per cent. of the Issue Price of the Securities placed through it (being the 0.00 per cent. Placement Fee referred to below and a 5.00 per cent. Distribution Fee).

Collectively, such fees are equivalent to approximately 0.50 per cent. per annum for 10 years.

## Costs/Distribution Fees

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

Ex-ante entry costs: 5.40%

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 Notes with Conditional Coupons 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 Notes with Conditional Coupons, any applicable sales costs (distribution fee) and other costs.

**Distribution fee**

The Distributor will receive from the Issuer as a distribution fee: up to 5.00 per cent of the purchase 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.

**Reasons for the Offer**

Reasons for the offer

The Issuer intends to apply the proceeds from the offer of these Securities specifically to finance or refinance both loans to and investments in corporations, assets, projects and/or activities that promote climate-friendly, energy-efficient and other environmental purposes ("**Green Assets**"). The Issuer has established a "**Green Bond Framework**" (which does not form part of the product documentation or the Prospectus) which further specifies the eligibility criteria for such Green Assets.

**Publication of notices**

Publication of notices

Notices will, in deviation from §16(1) of the General Conditions of the Securities, be published on the website [www.investment-products.db.com](http://www.investment-products.db.com).

**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 public website <http://www.stoxx.com/index.html> and on the Bloomberg page MXWOE3EN and on the Reuters page (RIC) .MIWO0ELD3DEU.

The sponsor of the index composing the Underlying (as specified below) also maintains an Internet Site at the following address where further information may be available in respect of the Underlying (including a description of the essential characteristics of the index, comprising, as applicable, the type of index, the method and formulas of calculation, a description of the individual selection process of the index components and the adjustment rules).

Index Sponsor: **MSCI Limited**

Internet Site of Index Sponsor: <https://www.msci.com/>

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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.

Agent in Spain

The Agent is Deutsche Bank S.A.E. being as at the Issue Date at the following address Paseo De La Castellana, 18, 28046 Madrid, Spain.

## Annex to the Final Terms

### Issue-specific summary

Section A – Introduction containing warnings
<b>Warnings</b>
<p>a) The summary should be read as an introduction to the Prospectus.</p> <p>b) Investors should base any decision to invest in the securities on a consideration of the Prospectus as a whole.</p> <p>c) Investors could lose all (total loss) or part of their invested capital.</p> <p>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.</p> <p>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.</p> <p>f) You are about to purchase a product that is not simple and may be difficult to understand</p>
<b>Introductory information</b>
<b>Name and international securities identification number</b> The Notes (the " <b>Securities</b> ") offered under this Prospectus have the following securities identification numbers: ISIN: XS0459880158
<b>Contact details of the issuer</b> The Issuer (with Legal Entity Identifier (LEI) 7LTFWZYICNSX8D621K86) has its registered office at Taunusanlage 12, 60325 Frankfurt am Main, Federal Republic of Germany (telephone: +49-69-910-00).
<b>Approval of the prospectus; competent authority</b> 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 (" <b>CSSF</b> ") on 02 December 2021. The business address of the CSSF is: 283, route d'Arlon, L-1150 Luxembourg, Luxembourg (telephone: +352 (0)26 251-1). The Registration Document has been approved by the Commission de Surveillance du Secteur Financier (" <b>CSSF</b> ") on 3 May 2021. 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
<b>Who is the issuer of the securities?</b>
<b>Domicile and legal form, law under which the Issuer operates and country of incorporation</b> 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 7LTFWZYICNSX8D621K86. The Bank has its registered office in Frankfurt am Main, Germany. It maintains its head office at Taunusanlage 12, 60325 Frankfurt am Main, Germany.
<b>Issuer's principal activities</b> The objects of Deutsche Bank, as laid down in its Articles of Association, include the transaction of all kinds of banking business, the provision of financial and other services and the promotion of international economic relations. The Bank may realise these objectives itself or through subsidiaries and affiliated companies. To the extent permitted by law, the Bank is entitled to transact all business and to take all steps which appear likely to promote the objectives of the Bank, in particular to acquire and dispose of real estate, to establish branches at home and abroad, to acquire, administer and dispose of participations in other enterprises, and to conclude enterprise agreements. Deutsche Bank is organized into the following segments: — Corporate Bank (CB); — Investment Bank (IB); — Private Bank (PB); — Asset Management (AM); — Capital Release Unit (CRU); and



— Corporate & Other (C&O).

In addition, Deutsche Bank has a country and regional organizational layer to facilitate a consistent implementation of global strategies.

The Bank has operations or dealings with existing and potential customers in most countries in the world. These operations and dealings include working through:

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

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

Deutsche Bank is neither directly nor indirectly majority-owned or controlled by any other corporation, by any government or by any other natural or legal person severally or jointly.

Pursuant to German law and Deutsche Bank's Articles of Association, to the extent that the Bank may have major shareholders at any time, it may not give them different voting rights from any of the other shareholders.

Deutsche Bank is not aware of arrangements which may at a subsequent date result in a change of control of the company.

The German Securities Trading Act (Wertpapierhandelsgesetz) requires investors in publicly-traded corporations whose investments reach certain thresholds to notify both the corporation and the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht) of such change within four trading days. The minimum disclosure threshold is 3 per cent. of the corporation's issued voting share capital. To the Bank's knowledge, there are only five 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, Karl von Rohr, Fabrizio Campelli, Bernd Leukert, Stuart Wilson Lewis, James von Moltke, Alexander von zur Mühlen, Christiana Riley, Rebecca Short and Prof. Dr. Stefan Simon.

#### **Statutory auditors**

With effect as of 1 January 2020, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft ("EY") has been appointed as independent auditor. EY is a member of the 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 2020 and 31 December 2021 has been extracted from the audited consolidated financial statements prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB) and endorsed by the European Union as of 31 December 2021.

<b>Statement of income (in million Euro)</b>	<b>Year ended 31 December 2021</b>	<b>Year ended 31 December 2020</b>
Net interest income	11,155	11,526
Commissions and fee income	10,934	9,424
Provision for credit losses	515	1,792
Net gains (losses) on financial assets/liabilities at fair value through profit or loss	3,045	2,465
Profit (loss) before income taxes	3,390	1,021
Profit (loss)	2,510	624

<b>Balance sheet (amounts in million Euro)</b>	<b>31 December 2021</b>	<b>31 December 2020</b>
Total assets	1,323,993	1,325,259
Senior debt	81,629	93,391

Subordinated debt	8,603	7,352
Loans at amortized cost	471,319	426,995
Deposits	603,750	568,031
Total equity	68,030	62,196
Common Equity Tier 1 capital ratio	13.2 %	13.6 %
Total capital ratio (fully loaded)	17.7 %	17.4 %
Leverage ratio (fully loaded)	4.9 %	4.7 %

**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:** As a corporate and investment bank with a large private client franchise, our businesses are materially affected by global macroeconomic and financial market conditions. Significant challenges may arise from economic growth prospects, the interest rate environment, inflationary pressure, supply chain disruptions, geopolitical risks as well as higher market volatility, potential deterioration of international trade relations, and weakness of global, regional and national economic conditions. Such risks exist in particular from the COVID-19 pandemic and its ongoing impacts, and the large-scale Russian military action against Ukraine. Other risks exist with respect to China and from political and economic instability in key markets.

**Business and Strategy:** Our results of operation and financial condition have in the past been negatively impacted by the challenging market environment, uncertain macroeconomic and geopolitical conditions, lower levels of client activity, increased competition and regulation, and the immediate impact of our strategic decisions. If we are unable to improve our profitability, we may be unable to meet our strategic aspirations, and may have difficulty maintaining capital, liquidity and leverage at levels expected by market participants and our regulators.

**Regulation and Supervision:** Regulatory reforms enacted and proposed in response to weaknesses in the financial sector, together with increased regulatory scrutiny more generally, have had and continue to have a significant impact on us and may adversely affect our business and ability to execute our strategic plans. Competent regulators may prohibit us from making dividend payments or payments on our regulatory capital instruments or take other actions if we fail to comply with regulatory requirements.

**Internal Control Environment:** A robust and effective internal control environment and adequate infrastructure (comprising people, policies and procedures, controls testing and IT systems) are necessary to ensure that we conduct our business in compliance with the laws, regulations and associated supervisory expectations applicable to us. We have identified the need to strengthen our internal control environment and infrastructure and have embarked on initiatives to accomplish this. If these initiatives are not successful or proceed too slowly, our reputation, regulatory position and financial condition may be materially adversely affected, and our ability to achieve our strategic ambitions may be impaired.

**Litigation, Regulatory Enforcement Matters and Investigations:** We operate in a highly and increasingly regulated and litigious environment, potentially exposing us 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.

**Environmental, Social and Governance (ESG)-Related Changes:** The impacts of rising global temperatures, and the enhanced focus on climate change and the transition to a "net-zero" economy from society, our regulators and the banking sector, have led to the emergence of new and increasing sources of financial and non-financial risks. These include the physical risks arising from extreme weather events which are growing in frequency and severity, transition risks as carbon-intensive sectors are faced with higher taxation, reduced demand and potentially restricted access to financing, and risks relating to the portrayal of ESG aspect of activities. These risks can impact Deutsche Bank across a broad range of financial and non-financial risk types.

**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: XS0459880158 / WKN: DB2D2A

**Applicable law of the securities**

**WKN/ISIN: DB2D2A / XS0459880158**

The Securities will be governed by German 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 in Insolvency or excluded from Resolution Measures, such as certain protected deposits.

#### **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 Securities may also provide holders with an entitlement for the payment of a coupon.

The Autocallable Note with Conditional Coupons is linked to the performance of the Underlying. The way this Note works results from the following key features:

##### **1. Coupon payments**

The Coupon Amount payable on a Coupon Payment Date depends on the value, price or level of the Underlying on the immediately preceding Observation Date.

- a) If the Performance of the Underlying on an Observation Date is above or equal to the Additional Coupon Threshold, investors will receive on the immediately following Coupon Payment Date a Coupon Amount equal to the product of (i) the Nominal Amount and (ii) the sum of the Additional Coupon plus the Coupon;
- b) If the Performance of the Underlying on an Observation Date is below the Additional Coupon Threshold but above or equal to the Coupon Threshold, investors will receive on the immediately following Coupon Payment Date a Coupon Amount equal to the product of (i) the Nominal Amount and (ii) the Coupon;
- c) If the Performance of the Underlying on an Observation Date is below the Coupon Threshold, the Coupon Amount will be zero and no Coupon Amount will be paid on the immediately following Coupon Payment Date.

The Performance of the Underlying on an Observation Date is determined as the quotient of (A) the value, price or level of the Underlying on an Observation Date, and (B) its Initial Reference Level.

##### **2. Early redemption**

A check will be performed for this Note on each Observation Date other than the Valuation Date, as to whether the Performance of the Underlying is above or equal to the Redemption Threshold for such Observation Date (a Redemption Event). If a Redemption Event occurs, the Notes will be redeemed early at a Cash Amount equal to the product of (a) the Nominal Amount and (b) the sum of the Autocall Redemption Level for such Observation Date and the Autocall Additional Coupon for such Observation Date.

##### **3. Redemption at maturity, subject to early redemption.**

If the Final Performance of the Underlying:

- a) is above or equal to the Redemption Threshold for the Observation Date falling on the Valuation Date, investors receive on the Settlement Date a Cash Amount equal to the product of (i) the Nominal Amount and (ii) the sum of (A) one plus (B) the Final Additional Coupon;
- b) is below the Redemption Threshold for the Observation Date falling on the Valuation Date but above or equal to the Barrier, investors receive on the Settlement Date a Cash Amount equal to the Nominal Amount; or
- c) is below the Barrier, investors receive on the Settlement Date a Cash Amount equal to greater of zero and the product of (i) the Nominal Amount and (ii) one minus the greater of (A) zero, and (B) the Put Strike minus the Final Performance of the Underlying.

The Final Performance of the Underlying is determined as the quotient of (A) the Final Reference Level, and (B) its Initial Reference Level.

Investors have no claims to the/deriving from the Underlying.

Security Type	Note / Autocallable Note with Conditional Coupons – Green Securities
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Issue Price	100 per cent. of the Nominal Amount
Issue Date	15 June 2022
Nominal Amount	EUR 1,000 per Note
Settlement	Cash Settlement
Initial Reference Level	The Reference Level on the Initial Valuation Date
Final Reference Level	The Reference Level on the Valuation Date
Reference Level	In respect of any day, an amount (which shall be deemed to be a monetary value in the Settlement Currency) equal to: the Relevant Reference Level Value on such day quoted by or published on the Reference Source.
Relevant Reference Level Value	The official closing level of the Underlying on the Reference Source
Initial Valuation Date	15 June 2022
Valuation Date	15 June 2032
Observation Dates	Each of 15 June 2023, 18 June 2024, 16 June 2025, 15 June 2026, 15 June 2027, 15 June 2028, 15 June 2029, 17 June 2030, 16 June 2031 and the Valuation Date.
Coupon Observation Dates	Each Observation Date
Coupon Payment Date	Each of 19 June 2023, 20 June 2024, 18 June 2025, 17 June 2026, 17 June 2027, 19 June 2028, 19 June 2029, 19 June 2030, 18 June 2031 and the Settlement 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
Business Day Convention	Following Business Day Convention
Barrier	65 per cent. of the Initial Reference Level
Cash Amount	<p>(a) If on an Observation Date other than the Valuation Date the Performance of the Underlying is above or equal to the Redemption Threshold (a "<b>Redemption Event</b>"), an amount equal to the product of:</p> <ul style="list-style-type: none"> <li>(i) the Nominal Amount; and</li> <li>(ii) the sum of: <ul style="list-style-type: none"> <li>(A) the Autocall Redemption Level for such Observation Date; and</li> <li>(B) the Autocall Additional Coupon for such Observation Date, or</li> </ul> </li> </ul> <p>(b) If a Redemption Event has not occurred, and:</p> <ul style="list-style-type: none"> <li>(i) if the Final Performance is above or equal to the Redemption Threshold, an amount equal to the product of: <ul style="list-style-type: none"> <li>(A) the Nominal Amount; and</li> </ul> </li> </ul>

	<p>(B) the sum of:</p> <p>(I) one; and</p> <p>(II) the Final Additional Coupon; or</p> <p>(ii) if the Final Performance is below the Redemption Threshold but above or equal to the Barrier, an amount equal to the Nominal Amount; or</p> <p>(iii) if the Final Performance is below the Barrier, an amount (subject to a minimum of zero) equal to the product of:</p> <p>(A) the Nominal Amount; and</p> <p>(B) the difference between:</p> <p>(I) one minus,</p> <p>(II) the greater of (1) zero and (2) the Put Strike minus the Final Performance.</p>
Coupon Payment	<p>Coupon Payment applies. In respect of an Observation Date:</p> <p>(a) if the Performance of the Underlying is above or equal to the Coupon Threshold, the Coupon Payment of the Coupon Amount will be made on the next Coupon Payment Date, or</p> <p>(b) if the Performance of the Underlying is below the Coupon Threshold, no Coupon Payment will be made on the next Coupon Payment Date.</p>
Coupon Amount	<p>(a) If on an Observation Date, the Performance of the Underlying is above or equal to the Additional Coupon Threshold, the Coupon Amount will be equal to the product of:</p> <p>(i) the Nominal Amount; and</p> <p>(ii) the sum of:</p> <p>(A) the Additional Coupon; plus</p> <p>(B) the Coupon, or</p> <p>(b) if on an Observation Date, the Performance of the Underlying is below the Additional Coupon Threshold but above or equal to the Coupon Threshold, the Coupon Amount will be equal to the product of:</p> <p>(i) the Nominal Amount; and</p> <p>(ii) the Coupon.</p>
Additional Coupon	2.55 per cent.
Additional Coupon Threshold	90 per cent. of the Initial Reference Level
Autocall Additional Coupon	2.55 per cent.
Autocall Redemption Level	100 per cent.
Coupon	2.55 per cent.
Coupon Threshold	80 per cent. of the Initial Reference Level
Early Redemption Date	In respect of an Observation Date other than the Valuation Date, the Coupon Payment Date

	immediately following such Observation Date
Final Additional Coupon	2.55 per cent.
Final Performance	In respect of the Underlying, the quotient of (a) the Final Reference Level (as numerator), and (b) the Initial Reference Level (as denominator)
Performance	In respect of the Underlying and an Observation Date, the quotient of (a) Redemption Determination Amount in respect of such Observation Date (as numerator), and (b) the Initial Reference Level (as denominator)
Put Strike	100 per cent.
Redemption Determination Amount	The Relevant Reference Level Value of the Underlying on an Observation Date
Redemption Threshold	100 per cent. of the Initial Reference Level
Settlement Date	(a) if a Redemption Event has occurred on an Observation Date, the Settlement Date will be the Early Redemption Date scheduled to fall immediately after the date on which such Observation Date is scheduled to fall; or  (b) if a Redemption Event has not occurred, the Settlement Date will be the later of (i) 17 June 2032 and (ii) the second Business Day after the Valuation Date

Number of Securities:	Up to 100,000 Securities at EUR 1,000 each with an aggregate nominal amount of up to EUR 100,000,000
Currency:	Euro ("EUR")
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
Underlying:	<i>Type: Index</i>  <i>Name: MSCI World ESG Leaders 3% Decrement Index</i>  <i>Index Sponsor: MSCI Inc</i>  <i>Reference Currency: EUR</i>

Information on the historical and ongoing performance of the Underlying and its volatility can be obtained on the public website under <https://www.msci.com> and on the *Bloomberg* page *MXWOE3EN* and on the page *Reuters RIC: .MIWO0ELD3DEU*.

#### 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?

Application has been 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).

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

#### Risks at maturity

If the Performance of the Underlying is below the Coupon Threshold on an Observation Date no Coupon Amount will be paid on the immediately following Coupon Payment Date. If the Final Performance of the Underlying is below the Barrier, the Cash Amount plus any Coupon Amounts may be less than the purchase price of the Note. In such case investors will suffer a loss. At worst, the investor may suffer a total loss of capital invested if the Final Reference Level of the Underlying is zero.

#### **Risks associated with Market Disruptions**

Subject to certain conditions being met, the Calculation Agent may determine that a Market Disruption has occurred. This means that the price or level of the Underlying cannot be determined, at least temporarily. Market Disruptions may occur on an exchange relevant for the Underlying, particularly in the event of trade interruptions. This may have an effect on the timing of valuation and may delay payments on or the settlement of the Securities.

#### **Risks associated with Adjustment and Termination Events**

Subject to certain conditions being met, the Issuer may replace Underlyings, 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 or replacement of an Underlying 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 Underlying**

Market risk is the most significant cross-product risk factor in connection with Underlyings of all kinds. An investment in Securities linked to any Underlying may bear similar market risks to a direct investment in the relevant index.

The performance of Securities depends on the performance of the price or level of the Underlying and therefore on the value of the embedded option. This value may be subject to major fluctuations during the term. The higher the volatility of the Underlying is, the greater the expected intensity of such fluctuations is. Changes in the price or level of the Underlying will affect the value of the Securities, but it is impossible to predict whether the price or level of the Underlying will rise or fall.

Securityholders thus bear the risk of unfavourable performance of the Underlying, which may lead to loss in value of the Securities or a reduction of the cash amount, up to and including total 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**

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.

### **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 21 April 2022 and ends 13 June 2022 (15:00 Madrid time),(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 non-qualified investors.

The offer may be made in **Spain** 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

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

Expenses included in the price (per Security): ex-ante entry costs:	5.40%
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**

Application has been 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).

**Why is this prospectus being produced?**

**Reasons for the offer**

The Issuer intends to apply the proceeds from the offer of these Securities specifically to finance or refinance both loans to and investments in corporations, assets, projects and/or activities that promote climate-friendly, energy-efficient and other environmental purposes ("Green Assets").

**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.