

**SECOND SUPPLEMENT TO THE BASE
PROSPECTUS DATED 18 DECEMBER
2014**



Deutsche Bank Aktiengesellschaft
(Frankfurt am Main, Germany)

Programme for the issuance of Certificates, Warrants and Notes

This document constitutes a supplement (the "**Supplement**") to the base prospectus dated 18 December 2014, as supplemented by a supplement dated 17 February 2015 (the "**Base Prospectus**"), pursuant to article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities (the "**Law**"), and should be read in conjunction with the Base Prospectus.

Terms defined in the Base Prospectus have the same meaning in this Supplement.

This Supplement contains updated information relating to the Base Prospectus. Any Base Prospectus information not supplemented herein should be regarded as unchanged. This Supplement shall be published on the Issuer's website (<http://www.uk.x-markets.db.com/UK/showpage.asp?pageid=212>) and on the website of the Luxembourg Stock Exchange (www.bourse.lu).

The Base Prospectus is revised in this respect with effect from and including the date of this Supplement.

The Issuer accepts responsibility for the information contained in this document, including information contained in any documents incorporated by reference in this Supplement. To the best of the knowledge and belief of the Issuer (who has taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any statement in the Base Prospectus, the statements in (a) above will prevail.

In accordance with Article 13 paragraph 2 of the Law, investors who have already agreed to purchase or subscribe for securities before the Supplement is published shall have the right, exercisable within a time limit of two working days after the publication of this Supplement to withdraw their acceptances. Investors may therefore withdraw their acceptances by the 17 April 2015. This withdrawal right will only apply to those investors who have agreed to purchase or subscribe the securities in accordance with Final Terms issued under the Base Prospectus before the publication of this Supplement and for which the offering period has not yet elapsed or admission to trading on a regulated market has not yet been obtained as of the date of this Supplement.

This Supplement is dated 15 April 2015.

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On 20 March 2015 the Issuer published its audited financial reports as of 31 December 2014 (together the “Financial Reports”);

DBRS, Inc (“DBRS”) has initiated credit rating coverage of the Issuer and there has been a change of the credit rating regarding the Issuer by Moody’s Investors Service Inc (“Moody’s”).

Accordingly the Base Prospectus is amended as follows:

I.

In Chapter “I. Summary”, “Section B - Issuer” Element B.9 “Profit forecast or estimate” the text contained in the right column on page 7 shall be deleted and replaced as follows:

“Not applicable; no profit forecast or estimate is made.”

II.

In Chapter “I. Summary”, “Section B - Issuer” Element B.12 “Selected historical key financial information” the text contained in the right column (including the table) on page 7 shall be deleted and replaced as follows:

“The following table shows an overview from the balance sheet and income statement of Deutsche Bank AG which has been extracted from the respective audited consolidated financial statements prepared in accordance with IFRS as of 31 December 2013 and 31 December 2014.

	31 December 2013 (IFRS, audited)	31 December 2014 (IFRS, audited)
Share capital (in EUR) ¹	2,609,919,078.40	3,530,939,215.36
Number of ordinary shares ₁	1,019,499,640	1,379,273,131
Total assets (in million Euro)	1,611,400	1,708,703
Total liabilities (in million Euro)	1,556,434	1,635,481
Total equity (in million Euro)	54,966	73,223
Core Tier 1 capital ratio / Common Equity Tier 1 capital ratio ³	12.8%	15.2% ⁴
Tier 1 capital ratio ³	16.9%	16.1% ⁵

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¹ source webpage of the issuer https://www.deutsche-bank.de/ir/en/content/ordinary_share.htm as of 27 March 2015

² The CRR/CRD 4 framework replaced the term Core Tier 1 by Common Equity Tier 1.

³ Capital ratios for 2014 are based upon transitional rules of the CRR/CRD 4 capital framework; prior periods are based upon Basel 2.5 rules excluding transitional items pursuant to the former section 64h (3) of the German Banking Act.

⁴ The Common Equity Tier 1 capital ratio as of 31 December 2014 on the basis of CRR/CRD 4 fully loaded was 11.7%.

⁵ The Tier 1 capital ratio as of 31 December 2014 on the basis of CRR/CRD 4 fully loaded was 12.9%.

”

III.

In Chapter “**I. Summary**”, “**Section B - Issuer**” Element B.12 “**No material adverse change in the prospects**” the text contained in the right column on page 8 shall be deleted and replaced as follows:

“There has been no material adverse change in the prospects of Deutsche Bank since 31 December 2014.”

IV.

In Chapter “**I. Summary**”, “**Section B - Issuer**” Element B.12 “**Significant changes in the financial or trading position**” the text contained in the right column on page 8 shall be deleted and replaced as follows:

“Not applicable; there has been no significant change in the financial position or trading position of Deutsche Bank Group since 31 December 2014.”

V.

In Chapter “**I. Summary**”, “**Section B - Issuer**” Element B.15 “**Issuer's principal activities**” the text contained in the right column on page 8 shall be deleted and replaced as follows:

“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.

As of 31 December 2014, the Bank was organized into the following five corporate divisions:

- Corporate Banking & Securities (CB&S);
- Global Transaction Banking (GTB);
- Deutsche Asset & Wealth Management (Deutsche AWM);

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- Private & Business Clients (PBC); and
- Non-Core Operations Unit (NCOU).

The five corporate divisions are supported by infrastructure functions. In addition, Deutsche Bank 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.”

VI.

In Chapter “I. Summary“, “Section B - Issuer” Element B.17 “Credit ratings to the Issuer and the Securities” the text contained in the right column (including the table) on page 8 shall be deleted and replaced as follows:

“Deutsche Bank is rated by Moody’s Investors Service, Inc. (“**Moody’s**”), Standard & Poor’s Credit Market Services Europe Limited (“**S&P**”), Fitch Deutschland GmbH (“**Fitch**”) and DBRS, Inc. (“**DBRS**”, together with Fitch, S&P and Moody’s, the “**Rating Agencies**”).

S&P and Fitch are established in the European Union and have been registered in accordance with Regulation (EC) No 1060/2009 of the European Parliament and of the Council of 16 September 2009, as amended, on credit rating agencies (“**CRA Regulation**”). With respect to Moody’s, the credit ratings are endorsed by Moody’s office in the UK (Moody’s Investors Service Ltd.) in accordance with Article 4(3) of the CRA Regulation. With respect to DBRS, the credit ratings are endorsed by DBRS Ratings Ltd. in the UK in accordance with Article 4(3) of the CRA Regulation.

As of 27 March 2015, the following ratings were assigned to Deutsche Bank:

<i>Rating Agency</i>	<i>Long term</i>	<i>Short term</i>	<i>Outlook</i>
Moody’s	A3	P-2	on review for downgrade
S&P	A	A-1	CreditWatch negative
Fitch	A+	F1+	negative
DBRS	A (high)	R-1 (middle)	stable

VII.

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In Chapter "I. Summary", "Section D - Risks" Element D.2 "Key information on the key risks that are specific to the issuer" the text contained in the right column on page 83 shall be deleted and replaced as follows:

"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:

- Even as the U.S. economy has gradually improved, Europe continues to experience tepid economic growth, high levels of structural debt, persistent long-term unemployment and very low inflation. These persistently challenging market conditions have contributed to political uncertainty in many member countries of the eurozone and continue to negatively affect Deutsche Bank's results of operations and financial condition in some of Deutsche Bank's businesses, while a continuing low interest environment and competition in the financial services industry have compressed margins in many Deutsche Bank's businesses. If these conditions persist or worsen, Deutsche Bank could determine that it needs to make changes to its business model.
- Regulatory and political actions by European governments in response to the European sovereign debt crisis may not be sufficient to prevent the crisis from spreading or to prevent departure of one or more member countries from the common currency. In particular, anti-austerity populism in Greece and other member countries of the eurozone could undermine confidence in the continued viability of those countries' participation in the euro. The default or departure from the euro of any one or more countries could have unpredictable political consequences as well as consequences for the financial system and the greater economy, 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 as the European sovereign debt crisis continues. 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 has a continuous demand for liquidity to fund its business activities. It may suffer during periods of market-wide or firm-specific liquidity constraints, and liquidity may not be available to it even if its underlying business remains strong.
- 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.
- Regulatory and legislative changes require Deutsche Bank to maintain increased capital and may significantly affect its business model and the competitive environment. Any perceptions in the market that Deutsche Bank may be unable to meet its capital requirements with an adequate buffer, or that it should maintain capital in excess of the requirements, could intensify the effect of these factors on Deutsche Bank's business and results.
- The increasingly stringent regulatory environment to which Deutsche Bank is subject, coupled with substantial outflows in connection with litigation and enforcement matters, may make it difficult for Deutsche Bank to maintain its capital ratios at levels above those required by regulators or expected in the market.
- Rules in the United States, legislation in Germany and proposals in the European Union regarding the prohibition of proprietary trading or its separation from the deposit-taking business may materially affect Deutsche Bank's business model.
- European and German legislation regarding the recovery and resolution of banks and investment firms as well as proposals published by the Financial Stability Board proposing a new minimum capital requirement for "total loss absorbing capacity" (TLAC) could result in higher refinancing costs and, if resolution

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measures were imposed on Deutsche Bank, significantly affect its business operations and lead to losses for its creditors.

- Other regulatory reforms adopted or proposed in the wake of the financial crisis – for example, extensive new regulations governing Deutsche Bank’s derivatives activities, bank levies or a possible financial transaction tax – may materially increase Deutsche Bank’s operating costs and negatively impact its business model.
- Adverse market conditions, historically low prices, 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.
- Since Deutsche Bank published its Strategy 2015+ targets in 2012, macroeconomic and market conditions as well as the regulatory environment have been much more challenging than originally anticipated, and as a result, Deutsche Bank has updated its aspirations to reflect these challenging conditions. If Deutsche Bank is unable to implement its updated strategy successfully, it may be unable to achieve its financial objectives, or incur losses or low profitability or erosions of its capital base, and its share price may be materially and adversely affected.
- Deutsche Bank operates in a highly and increasingly regulated and litigious environment, potentially exposing it 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 the subject of regulatory and criminal industry-wide investigations relating to interbank offered rates, as well as civil actions. Due to a number of uncertainties, including those related to the high profile of the matters and other banks’ settlement negotiations, the eventual outcome of these matters is unpredictable, and may materially and adversely affect Deutsche Bank’s results of operations, financial condition and reputation.
- A number of regulatory and law enforcement agencies globally are currently investigating Deutsche Bank in connection with misconduct relating to manipulation of foreign exchange rates. The extent of Deutsche Bank’s financial exposure to these matters could be material, and Deutsche Bank’s reputation may suffer material harm as a result.
- A number of regulatory authorities are currently investigating or seeking information from Deutsche Bank in connection with transactions with Monte dei Paschi di Siena. The extent of Deutsche Bank’s financial exposure to these matters could be material, and Deutsche Bank’s reputation may be harmed.
- Regulatory and law enforcement agencies in the United States are investigating whether Deutsche Bank’s historical processing of certain U.S. Dollar payment orders for parties from countries subject to U.S. embargo laws complied with U.S. federal and state laws. The eventual outcomes of these matters are unpredictable, and may materially and adversely affect Deutsche Bank’s results of operations, financial condition and reputation.
- Deutsche Bank has been subject to contractual claims, litigation and governmental investigations in respect of its U.S. residential mortgage loan business that may materially and adversely affect its results of operations, financial condition or reputation.
- Deutsche Bank’s non-traditional credit businesses materially add to its traditional banking credit risks.
- Deutsche Bank has incurred losses, and may incur further losses, as a result of changes in the fair value of its financial instruments.
- 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 may disrupt Deutsche Bank’s businesses.

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- 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 it 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.
- The effects of the takeover of Deutsche Postbank AG may differ materially from Deutsche Bank's expectations.
- Deutsche Bank may have difficulties selling non-core assets at favorable prices or at all and may experience material losses from these assets and other investments irrespective of market developments.
- 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 its securities, harm its reputation or result in regulatory action which could materially and adversely affect its business."

VIII.

In subsection "2. Publication" contained in section "B. Form of Document – Publication" in Chapter III "General Information on the Programme" (page 153), the fourth paragraph contained therein shall be deleted in its entirety and replaced with the following:

"The annual reports for 2012, 2013 and 2014 shall be produced on the *Issuer's* website under "Investor Relations" (www.db.com/ir)"

IX.

Section "G. Documents Incorporated by Reference" in Chapter III "General Information on the Programme" (page 236) shall be deleted and replaced as follows:

"Documents Incorporated by Reference

The following documents, which have previously been published or are published simultaneously with this Base Prospectus and have been filed with the CSSF, shall be deemed to be incorporated by reference in, and to form part of, this Base Prospectus:

- a) the unaudited interim report as of 30 September 2014 of the Deutsche Bank Group (the "**30 September 2014 Interim Report**");
- b) the unaudited interim report as of 30 June 2014 of the Deutsche Bank Group (the "**30 June 2014 Interim Report**");

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- c) the Deutsche Bank Aktiengesellschaft EUR 80 billion Debt Issuance Programme Base Prospectus dated 26 June 2014, save that only pages 34 to 91 (inclusive) and page 904 shall be deemed to be incorporated by reference in, and form part of, this Base Prospectus (the "**EMTN Base Prospectus**");
- d) the first supplement to the EMTN Base Prospectus dated 1 August 2014, save that only pages 2-5 (inclusive) shall be deemed to be incorporated by reference in, and form part of this Base Prospectus (the "**First Supplement to the EMTN Base Prospectus**");
- e) the second supplement to the EMTN Base Prospectus dated 17 November 2014, save that only pages 2 to 17 (inclusive) shall be deemed to be incorporated by reference in, and form part of this Base Prospectus (the "**Second Supplement to the EMTN Base Prospectus**");
- f) the third supplement to the EMTN Base Prospectus dated 4 February 2015, save that only pages 2 to 13 (inclusive) shall be deemed to be incorporated by reference in, and form part of this Base Prospectus (the "**Third Supplement to the EMTN Base Prospectus**");
- g) the fourth supplement to the EMTN Base Prospectus dated 1 April 2015, save that only pages 2 to 31 (inclusive) shall be deemed to be incorporated by reference in, and form part of this Base Prospectus (the "**Fourth Supplement to the EMTN Base Prospectus**");
- h) the Financial Report of Deutsche Bank Aktiengesellschaft as of 31 December 2014 ("**2014 Financial Report**");
- i) the Financial Report of Deutsche Bank Aktiengesellschaft as of 31 December 2013 ("**2013 Financial Report**");
- j) the Financial Report of Deutsche Bank Aktiengesellschaft as of 31 December 2012 ("**2012 Financial Report**"); and
- k) the base prospectus dated 19 December 2013 relating to the x-markets Programme for the issuance of certificates, warrants and notes by Deutsche Bank AG, London Branch, as supplemented by the second supplement to the base prospectus dated 21 February 2014, the fifth supplement to the base prospectus dated 30 May 2014 and the sixth supplement to the base prospectus dated 8 August 2014 (as supplemented, the "**2013 Base Prospectus**").

Following the publication of this Base Prospectus a supplement may be prepared by the Issuer and approved by the CSSF in accordance with Article 13 of the Law. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Base Prospectus or in a document which is incorporated by reference in this Base Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

Cross Reference List

The cross reference list below sets out the relevant page references for the information incorporated by reference into this Base Prospectus.

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- a) The following information is set forth in the 30 September 2014 Interim Report:

From the 30 September 2014 Interim Report	Page Reference
Review Report	70
Consolidated Statement of Income (unaudited)	71
Consolidated Statement of Comprehensive Income (unaudited)	72
Consolidated Balance Sheet (unaudited)	73
Consolidated Statement of Changes in Equity (unaudited)	74-75
Consolidated Statement of Cash Flows (unaudited)	76
Notes to the Consolidated Financial Statements (unaudited)	77-115

- b) The following information is set forth in the 30 June 2014 Interim Report:

From the 30 June 2014 Interim Report	Page Reference
Consolidated Statement of Income (unaudited)	69
Consolidated Statement of Comprehensive Income (unaudited)	70
Consolidated Balance Sheet (unaudited)	71
Consolidated Statement of Changes in Equity (unaudited)	72
Consolidated Statement of Cash Flows (unaudited)	74
Notes to the Consolidated Financial Statements (unaudited)	75-112

- c) The following information is set forth in the EMTN Base Prospectus:

From the EMTN Base Prospect	Page Reference
Risk Factors	34-60
Persons Responsible	62
Statutory Auditors	70
Information about Deutsche Bank	70
Business Overview	70-75
Organisational Structure	75-76

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Trend Information	76-77
Administrative, Management and Supervisory Bodies	77-79
Major Shareholders	79-80
Historical Financial Information / Financial Statements	80
Auditing of Historical Annual Financial Information	80
Interim Financial Information	80
Legal and Arbitration Proceedings	80-91
Significant Change in Deutsche Bank Group's Financial Position	91
Material Contracts	91
Third Party Information and Statement by Experts and Declaration of any Interest	91
Documents on Display	904
d) The following information is set forth in the First Supplement to the EMTN Base Prospectus:	
From the First Supplement to the EMTN Base Prospectus	Page Reference
Amendments to the EMTN Base Prospectus	2-5
e) The following information is set forth in the Second Supplement to the EMTN Base Prospectus:	
From the Second Supplement to the EMTN Base Prospectus	Page Reference
Amendments to the EMTN Base Prospectus	2-17
f) The following information is set forth in the Third Supplement to the EMTN Base Prospectus:	
From the Third Supplement to the EMTN Base Prospectus	Page Reference
Amendments to the EMTN Base Prospectus	2-13

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- g) The following information is set forth in the Fourth Supplement to the EMTN Base Prospectus:

From the Fourth Supplement to the EMTN Base Prospectus	Page Reference
Risk Factors	12-14
Business Overview	14-17
Trend Information	17-20
Legal and Arbitration Proceedings	20-31

- h) The following information is set forth in the Financial Report of the Issuer as of 31 December 2014:

From the 2014 Financial Report	Page Reference
Management Report	5-311
Consolidated Statement of Income	313
Consolidated Statement of Comprehensive Income	314
Consolidated Balance Sheet	315
Consolidated Statement of Changes in Equity	316-317
Consolidated Statement of Cash Flows	318
Notes to the Consolidated Financial Statements including Table of Content	319-478
Independent Auditors' Report	480-481

- i) The following information is set forth in the Financial Report of the Issuer as of 31 December 2013:

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	Page Reference
From the 2013 Financial Report	
Management Report	5-277
Consolidated Statement of Income	283
Consolidated Statement of Comprehensive Income	284
Consolidated Balance Sheet	285
Consolidated Statement of Changes in Equity	286-287
Consolidated Statement of Cash Flows	287-288
Notes to the Consolidated Financial Statements including Table of Content	289-447
Independent Auditors' Report	448
j) The following information is set forth in the Financial Report of the Issuer as of 31 December 2012:	
From the 2012 Financial Report	Page Reference
Management Report	3-7
Consolidated Statement of Income	243
Consolidated Statement of Comprehensive Income	244
Consolidated Balance Sheet	245
Consolidated Statement of Changes in Equity	246-247
Consolidated Statement of Cash Flows	248
Notes to the Consolidated Financial Statements including Table of Content	249-412
Independent Auditors' Report	413

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k) The following information is set forth in the 2013 Base Prospectus:

Section of 2013 Base Prospectus	Page Reference
IV. General Conditions	232-328
V. Product Terms	329-480
VI. Form of Final Terms* (the " 2013 Form of Final Terms ")	481-534
Second supplement to the 2013 Base Prospectus dated 21 February 2014	2
Fifth supplement to the 2013 Base Prospectus dated 30 May 2014	4-5
Sixth supplement to the 2013 Base Prospectus dated 8 August 2014	15-16
*Save as provided in paragraph 10 (<i>Fungible issuances</i>) of section III.H entitled "General Information" of this Base Prospectus.	

The information incorporated by reference which is not included in the cross reference list, is considered as additional information and is not required by the relevant schedules of the Regulation 809/2004 of the European Commission, as amended. Any documents incorporated by reference in the EMTN Base Prospectus shall not thereby be deemed incorporated by reference in this Base Prospectus and are either deemed not relevant for an investor or are otherwise covered elsewhere in this Base Prospectus.

The documents specified above and incorporated by reference shall be available in physical form at the registered office of the Issuer and, in case of admission to trading of the Securities on the Luxembourg Stock Exchange, in Luxembourg in physical form at the office of Deutsche Bank Luxembourg S.A. at 2, boulevard Konrad Adenauer, L-1115 Luxembourg or at the Issuer's listing agent in Luxembourg, Banque de Luxembourg S.A., at 14, boulevard Royal L-2449, Luxembourg, and at the Issuer's 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).

The documents incorporated by reference shall also be available for viewing on the website of the Luxembourg Stock Exchange: www.bourse.lu."

X.

In Chapter "**III. General Information on the Programme**", "**H. General Information**" paragraph "**2. Material Adverse Change in the Prospects of Deutsche Bank and Significant Change in Deutsche Bank's Financial or Trading Position**" on page 240 shall be deleted in its entirety and replaced with the following:

"There has been no material adverse change in the prospects of Deutsche Bank since 31 December 2014. There has been no significant change in the financial position of Deutsche Bank Group since 31 December 2014."

XI.

In Chapter "**III. General Information on the Programme**", "**H. General Information**" paragraph "**7. Ratings of the Issuer**" on page 241 the section beginning "At the date of this Base Prospectus..." shall be deleted and replaced as follows:

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“As of 27 March 2015, the following ratings were assigned to the Issuer:

<i>Rating-Agency</i>	<i>Long-term</i>	<i>Short-term</i>	<i>Outlook</i>
Moody's	A3	P-2	On review for downgrade
S&P	A	A-1	CreditWatch negative
Fitch	A+	F1+	negative
DBRS	A (high)	R-1 (middle)	stable”

XII.

In Chapter “**III. General Information on the Programme**“, “**H. General Information**” paragraph “**7. Ratings of the Issuer**” on page 241 footnote 3 shall be deleted in its entirety and replaced as follows:

“3 The information for these ratings has been extracted from information made available by each rating agency referred to below.

As at the date of this Base Prospectus the ratings for the Issuer were:

Short-term:

Fitch, Inc rating was F1+: F1 indicates the strongest intrinsic capacity for timely payment of financial commitments; may have an added "+" to denote any exceptionally strong credit feature.

Moody's rating was P-1: Issuers (or supporting institutions) rated Prime-1 have a superior ability to repay short-term debt obligations.

S&P rating was A-1: An obligor rated 'A-1' has strong capacity to meet its financial commitments. It is rated in the highest category by Standard & Poor's. Within this category, certain obligors are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitments is extremely strong.

DBRS's rating was A (high): Good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser quality than “AA”. May be vulnerable to future events, but qualifying negative factors are considered manageable

Long-term:

Fitch, Inc rating was A+: 'A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories. Such suffixes are not added to the 'AAA' Long-Term IDR category, or to Long-Term IDR categories below 'B'.

Moody's rating was A3: Obligations rated A are judged to be upper-medium grade and are subject to low credit risk. Note: Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

DBRS's rating was Stable: Rating trends provide guidance in respect of DBRS's opinion regarding the outlook for the rating in question, with rating trends falling into one of three categories – “positive”, “stable” or “negative”. The rating trend indicates the direction in which DBRS considers the rating is headed should present tendencies continue, or in some cases, unless challenges are addressed. DBRS assigns a rating trend for each security of an issuing entity as opposed to specifying one rating trend for the issuing entity and all rated security lines. Given that the duration and ranking of securities can influence the weighting of the strengths, weaknesses and challenges that affect the entity, it is not unusual for securities of the same entity to have different trends”